

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

☒ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Cardama Alfonso Quintas</u>	2. Issuer Name and Ticker or Trading Symbol <u>TCR2 THERAPEUTICS INC. [TCRR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div>Director10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below)Other (specify below) <u>Chief Medical Officer</u></div>
(Last)(First)(Middle) <u>C/O TCR2 THERAPEUTICS</u> <u>100 BINNEY STREET</u>	3. Date of Earliest Transaction (Month/Day/Year) <u>06/01/2023</u>	
(Street) <u>CAMBRIDGE MA 02142</u>	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>
(City)(State)(Zip)	Rule 10b5-1(c) Transaction Indication <div><input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.</div>	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/01/2023		D ⁽¹⁾		109,459	D	(2)	0	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$0.97	06/01/2023		D ⁽¹⁾⁽³⁾		70,649	(3)	(3)	Common Stock	70,649	\$0.00	0	D	
Stock Option (Right to Buy)	\$0.74	06/01/2023		D ⁽¹⁾⁽³⁾		31,582	(3)	(3)	Common Stock	31,582	\$0.00	0	D	
Stock Option (Right to Buy)	\$0.74	06/01/2023		D ⁽¹⁾⁽³⁾		42,346	(3)	(3)	Common Stock	42,346	\$0.00	0	D	
Stock Option (Right to Buy)	\$5.88	06/01/2023		D ⁽¹⁾⁽³⁾		90,720	(3)	(3)	Common Stock	90,720	\$0.00	0	D	
Stock Option (Right to Buy)	\$5.21	06/01/2023		D ⁽¹⁾⁽³⁾		114,700	(3)	(3)	Common Stock	114,700	\$0.00	0	D	
Restricted Stock Unit	(4)(5)	06/01/2023		D ⁽¹⁾⁽⁴⁾⁽⁵⁾		11,775	(4)(5)	(4)(5)	Common Stock	11,775	\$0.00	0	D	
Restricted Stock Unit	(4)(5)	06/01/2023		D ⁽¹⁾⁽⁴⁾⁽⁵⁾		1,409	(4)(5)	(4)(5)	Common Stock	1,409	\$0.00	0	D	
Restricted Stock Unit	(4)(5)	06/01/2023		D ⁽¹⁾⁽⁴⁾⁽⁵⁾		6,489	(4)(5)	(4)(5)	Common Stock	6,489	\$0.00	0	D	
Restricted Stock Unit	(4)(5)	06/01/2023		D ⁽¹⁾⁽⁴⁾⁽⁵⁾		9,549	(4)(5)	(4)(5)	Common Stock	9,549	\$0.00	0	D	

Explanation of Responses:

1. This Form 4 reports securities disposed of pursuant to the terms of the Agreement and Plan of Merger, dated as of March 5, 2023, by and among TCR2 Therapeutics Inc. (the "Company"), Adaptimmune Therapeutics plc ("Parent") and CM Merger Sub, Inc., an indirect wholly-owned subsidiary of Parent ("Merger Sub"), as amended by that certain Amendment No. 1 to the Agreement and Plan of Merger, dated April 5, 2023, by and among the Company, Parent and Merger Sub (the "Merger Agreement"), pursuant to which Merger Sub merged with and into the Company (the "Merger") with the Company surviving the Merger as an indirect wholly-owned subsidiary of Parent effective as of June 1, 2023 (the "Effective Time").

2. At the Effective Time, each issued and outstanding share of common stock of the Company (each, a "Share") (excluding any Shares held in treasury of the Company or owned, directly or indirectly, by Parent or Merger Sub immediately prior to the Effective Time) was cancelled and converted into the right to receive 1.5117 (the "Exchange Ratio") American Depositary Shares of Parent ("Parent ADS") representing six ordinary shares of Parent ("Parent Ordinary Shares").

3. Immediately prior to the Effective Time, each option to acquire Shares (each, a "Company Option") that was outstanding and unexercised, whether or not vested, was assumed and substituted for an option to purchase a number of Parent Ordinary Shares or Parent ADSs equal to the product of (i) the total number of Shares subject to such Company Option immediately prior to the Effective Time multiplied by (ii) six times the Exchange Ratio, in the case of Parent Ordinary Shares, or the Exchange Ratio in the case of Parent ADSs.

4. Immediately prior to the Effective Time, each award of restricted stock unit with respect to Shares (each, a "Restricted Stock Unit"), other than Restricted Stock Units that immediately vest upon a change of control of the Company, were assumed and substituted for a restricted stock unit-style option to purchase Parent Ordinary Shares or Parent ADS, with an exercise price per Parent Ordinary Shares or Parent ADS, as applicable, equal to Pound Sterling 0.001 per Parent Ordinary Share or Pound Sterling 0.006 per Parent ADS (each, an "Adjusted Restricted Stock Unit Equivalent"), granted under one of Parent's incentive equity plans.

5. The number of Parent Ordinary Shares or Parent ADSs subject to the Adjusted Restricted Stock Unit Equivalent shall be equal to the product of (i) the total number of Shares subject to such Restricted Stock Unit immediately prior to the Effective Time multiplied by (ii) the Ordinary Share Exchange Ratio (as defined in the Merger Agreement) or the Exchange Ratio, as applicable.

/s/ Margaret Siegel as Attorney-
in-Fact

06/01/2023

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.