

Adaptimmune Therapeutics PLC
Form 8-K
May 02, 2019

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

Current Report

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **May 2, 2019**

ADAPT IMMUNE THERAPEUTICS PLC

(Exact name of registrant as specified in its charter)

England and Wales
(State or other jurisdiction of
incorporation)

1-37368
(Commission File Number)

Not Applicable
(IRS Employer Identification No.)

**60 Jubilee Avenue, Milton Park
Abingdon, Oxfordshire OX14 4RX**

United Kingdom

(Address of principal executive offices, including zip code)

(44) 1235 430000

Edgar Filing: Adaptimmune Therapeutics PLC - Form 8-K

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol | Name of each exchange on which registered |
|---|-----------------------|--|
| American Depositary Shares, each representing 6 Ordinary Shares, par value £0.001 per share | ADAP | The Nasdaq Global Select Market |

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

Adaptimmune Therapeutics plc (the Company) held its annual general meeting (the Annual Meeting) on May 2, 2019. There were approximately 628,357,300 ordinary shares entitled to vote at the Annual Meeting based on the number of issued ordinary shares outstanding as of April 30, 2019, of which approximately 557,097,602 were held in the name of Citibank, N.A., which issues Company-sponsored American Depositary Receipts evidencing American Depositary Shares each of which, in turn, represents six ordinary shares. Of the ordinary shares entitled to vote, holders representing 500,765,574 shares, or approximately 79.69%, were present in person or by proxy at the Annual Meeting. In accordance with the Company's Articles of Association, the presence, in person or by proxy, of one or more shareholders holding at least one-third of the issued share capital as of May 2, 2019 and entitled to vote would constitute a quorum for the transaction of business at the Annual Meeting.

The matters set forth below were voted on at the Annual Meeting. Detailed descriptions of these matters and voting procedures applicable to these matters at the Annual Meeting are contained in the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on March 15, 2019. Resolutions 1, 2, 3, 4, 5, 6, 7, 9, 10 and 11 were all passed by a show of hands in accordance with the Company's Articles of Association. In connection with Resolution 8, a poll was held which approved **Every 1 Year** as the preferred frequency of future shareholder advisory votes on the compensation of the Company's named executive officers. Set forth below are the total number of proxy votes received for and against each matter, and in respect of Resolution 8 the total number of proxy votes for each option, as well as the total number of proxy abstentions (or votes withheld) received and broker non-votes with respect to each matter. Abstentions and broker non-votes had no effect on the vote outcome.

Resolution 1 Ordinary Resolution to re-elect Mr. John Furey as a Director:

| For | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 500,176,794 | 420,918 | 167,862 | 127,591,670 |

Resolution 2 Ordinary Resolution to re-elect Dr. Ali Behbahani as a Director:

| For | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 500,288,760 | 308,952 | 167,862 | 127,591,670 |

Resolution 3 Ordinary Resolution to re-elect Mr. James Noble as a Director:

| For | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 499,926,492 | 662,220 | 176,862 | 127,591,670 |

Edgar Filing: Adaptimmune Therapeutics PLC - Form 8-K

Resolution 4 Ordinary Resolution to re-appoint KPMG LLP as auditors of the Company, to hold office until the conclusion of the next annual general meeting of shareholders:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 500,495,340 | 129,114 | 141,120 | 127,591,670 |

Resolution 5 Ordinary Resolution to authorize the Audit Committee to determine the Company's auditors' remuneration for the fiscal year ending December 31, 2019:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 500,397,624 | 227,430 | 140,520 | 127,591,670 |

Edgar Filing: Adaptimmune Therapeutics PLC - Form 8-K

Resolution 6 Ordinary Resolution to receive the U.K. statutory annual accounts and reports for the fiscal year ended December 31, 2018 and to note that the Directors do not recommend the payment of any dividend for the year ended December 31, 2018:

| For | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 499,849,314 | 724,896 | 191,364 | 127,591,670 |

Resolution 7 Ordinary Resolution to approve, on a non-binding, advisory basis, the compensation of the Company's named executive officers for the year ended December 31, 2018:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|-----------|------------------|
| 494,043,120 | 2,346,090 | 4,376,364 | 127,591,670 |

Resolution 8 Ordinary Resolution to indicate, on a non-binding advisory basis, the preferred frequency of future shareholder advisory votes on the compensation of the Company's named executive officers:

| Every 1 Year | Every 2 Years | Every 3 Years | Abstain | Broker Non-Votes |
|--------------|---------------|---------------|------------|------------------|
| 488,193,248 | 306,396 | 649,500 | 11,616,430 | 127,591,670 |

Resolution 9 Ordinary Resolution to receive and approve the Company's U.K. statutory Directors' remuneration report for the year ended December 31, 2018:

| For | Against | Abstain | Broker Non-Votes |
|-------------|---------|-----------|------------------|
| 496,831,302 | 767,712 | 3,166,560 | 127,591,670 |

Resolution 10 Ordinary Resolution to authorize the Directors under section 551 of the U.K. Companies Act 2006 (the 2006 Act), to allot shares in the Company or grant rights to subscribe for or to convert any security into shares:

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|---------|------------------|
| 476,428,516 | 24,123,890 | 213,168 | 127,591,670 |

Resolution 11 Special Resolution to empower the Directors to allot equity securities for cash pursuant to section 570(1) of the 2006 Act as if section 561(1) of the 2006 Act did not apply to such allotment:

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|---------|------------------|
| 435,001,810 | 65,544,536 | 219,228 | 127,591,670 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

ADAPT IMMUNE THERAPEUTICS PLC

Date: May 2, 2019

By:

/s/ Margaret Henry
Name: Margaret Henry
Title: Corporate Secretary