

| OMB APPROVAL | |
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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

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

| | | | | | | | | |
|--|-----------|--------------|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person* <u>Harvey Brian Nicholas</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>Adicet Bio, Inc. [ACET]</u> | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Chief Financial Officer <input type="checkbox"/> Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>08/14/2023</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| <u>C/O ADICET BIO, INC.</u> <u>200 BERKELEY STREET, 19TH FLOOR</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | Rule 10b5-1(c) Transaction Indication <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. | | |
| (Street) | (City) | (State) | (Zip) | | | | | |
| <u>BOSTON</u> | <u>MA</u> | <u>02116</u> | | | | | | |

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |

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 | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Option (Right to Buy) | \$13.27 | 08/14/2023 | | D ⁽¹⁾ | | | 90,000 | (2) | 01/12/2031 | Common Stock | 90,000 | \$0.00 ⁽¹⁾ | 0 | D | |
| Stock Option (Right to Buy) | \$2.14 ⁽³⁾ | 08/14/2023 | | A ⁽¹⁾ | | 90,000 | | (2) | 01/12/2031 | Common Stock | 90,000 | \$0.00 ⁽¹⁾ | 90,000 | D | |
| Stock Option (Right to Buy) | \$16.82 | 08/14/2023 | | D ⁽¹⁾ | | 28,200 | | (4) | 02/11/2031 | Common Stock | 28,200 | \$0.00 ⁽¹⁾ | 0 | D | |
| Stock Option (Right to Buy) | \$2.14 ⁽³⁾ | 08/14/2023 | | A ⁽¹⁾ | | 28,200 | | (4) | 02/11/2031 | Common Stock | 28,200 | \$0.00 ⁽¹⁾ | 28,200 | D | |
| Stock Option (Right to Buy) | \$15.52 | 08/14/2023 | | D ⁽¹⁾ | | 125,000 | | (5) | 01/06/2032 | Common Stock | 125,000 | \$0.00 ⁽¹⁾ | 0 | D | |
| Stock Option (Right to Buy) | \$2.14 ⁽³⁾ | 08/14/2023 | | A ⁽¹⁾ | | 125,000 | | (5) | 01/06/2032 | Common Stock | 125,000 | \$0.00 ⁽¹⁾ | 125,000 | D | |
| Stock Option (Right to Buy) | \$9.05 | 08/14/2023 | | D ⁽¹⁾ | | 117,200 | | (6) | 01/23/2033 | Common Stock | 117,200 | \$0.00 ⁽¹⁾ | 0 | D | |
| Stock Option (Right to Buy) | \$2.14 ⁽³⁾ | 08/14/2023 | | A ⁽¹⁾ | | 117,200 | | (6) | 01/23/2033 | Common Stock | 117,200 | \$0.00 ⁽¹⁾ | 117,200 | D | |
| Stock Option (Right to Buy) | \$2.14 | 08/14/2023 | | A | | 176,308 | | (7) | 08/13/2033 | Common Stock | 176,308 | \$0.00 | 176,308 | D | |

Explanation of Responses:

- On August 8, 2023, the Issuer's Board of Directors approved an option repricing (the "Repricing"), effective as of August 14, 2023 (the "Effective Date"). All of the other terms of the options remain unchanged. Such transactions were exempt pursuant to Rule 16b-6(d) and Rule 16b-3 of the Exchange Act, as applicable.
- 25% of the shares subject to this option vested and became exercisable on January 13, 2022, with the remaining 75% vesting in thirty-six (36) equal monthly installments thereafter, subject to the Reporting Person's continued service with the Issuer as of the applicable vesting date.
- The exercise price of the option is \$2.14 per share, representing the fair market value per share of the Issuer's Common Stock on the Effective Date; provided that the repriced option will revert to its original exercise price if, prior to the first anniversary of the Effective Date, (a) the Reporting Person's employment is terminated by the Issuer with cause or by the Reporting Person or (b) the option is exercised.
- 25% of the shares subject to this option vested and became exercisable on February 12, 2022, with the remaining 75% vesting in thirty-six (36) equal monthly installments thereafter, subject to the Reporting Person's continued service with the Issuer as of the applicable vesting date.
- The shares subject to this option shall vest in forty-eight (48) equal installments on each monthly anniversary following January 7, 2022, subject to the Reporting Person's continued service with the Issuer as of the applicable vesting date.
- The shares subject to this option shall vest in forty-eight (48) equal installments on each monthly anniversary following January 24, 2023, subject to the Reporting Person's continued service with the Issuer as of the applicable vesting date.
- Prior to August 14, 2024, no shares shall be vested or exercisable under this option. Effective as of August 14, 2024, the following vesting schedule shall apply: 25% of the shares shall have vested and become exercisable on September 17, 2021, with the remaining 75% vesting in thirty-six (36) equal installments on each monthly anniversary following September 17, 2021, subject to the Reporting Person's continued service with the Issuer as of the applicable vesting date. This option was issued to the Reporting Person because his previously awarded option granted under Nasdaq Listing Rule 5635(c)(4) is not eligible for repricing.

Remarks:

/s/ Nick Harvey

08/16/2023

** 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.