

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>Jakobovits Aya</u>  (Last) (First) (Middle) <u>C/O ADICET BIO, INC.</u> <u>500 BOYLSTON STREET, 13TH FLOOR</u>  (Street) <u>BOSTON MA 02116</u>  (City) (State) (Zip)	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)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/15/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	09/15/2020		A		627,812	A	(1)	627,812	I	By grantor retained annuity trusts. <sup>(4)</sup>
Common Stock	09/15/2020		A		135,799	A	(2)	135,799	I	By grantor retained annuity trust. <sup>(5)</sup>
Common Stock	09/15/2020		A		77,500	A	(3)	77,500	I	By grantor retained irrevocable trust. <sup>(6)</sup>
Common Stock	09/15/2020		A		77,500	A	(3)	77,500	I	By grantor retained irrevocable trust. <sup>(7)</sup>

**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
Non-Qualified Stock Option (right to buy)	\$16.11	09/17/2020		A		30,000		(8)	09/16/2030	Common Stock	30,000	\$0.00	30,000	D	

**Explanation of Responses:**

- Received in exchange for 5,063,006 shares of common stock of Adicet Bio, Inc., a Delaware corporation ("Old Adicet"), in connection with the merger (the "Merger") of Old Adicet with and into Project Oasis Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of resTORbio, Inc., a Delaware corporation ("resTORbio"). On the effective date of the Merger, resTORbio changed its name to "Adicet Bio, Inc." The closing price of resTORbio's common stock on the effective date of the Merger was \$[ ] per share.
- Received in exchange for 1,095,154 shares of common stock of Adicet Bio, Inc., a Delaware corporation ("Old Adicet"), in connection with the merger (the "Merger") of Old Adicet with and into Project Oasis Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of resTORbio, Inc., a Delaware corporation ("resTORbio"). On the effective date of the Merger, resTORbio changed its name to "Adicet Bio, Inc." The closing price of resTORbio's common stock on the effective date of the Merger was \$[ ] per share.
- Received in exchange for 625,000 shares of common stock of Adicet Bio, Inc., a Delaware corporation ("Old Adicet"), in connection with the merger (the "Merger") of Old Adicet with and into Project Oasis Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of resTORbio, Inc., a Delaware corporation ("resTORbio"). On the effective date of the Merger, resTORbio changed its name to "Adicet Bio, Inc." The closing price of resTORbio's common stock on the effective date of the Merger was \$[ ] per share.
- Shares held in a grantor retained annuity trust ("GRAT") of which Dr. Jakobovits's spouse is the trustee and Dr. Jakobovits the sole annuitant and current beneficiary.
- Shares held in a GRAT of which Dr. Jakobovits's spouse is the trustee and Dr. Jakobovits the sole annuitant and current beneficiary.
- Shares held in a trust of which Dr. Jakobovits's spouse is the trustee and Dr. Jakobovits's child is the beneficiary.
- Shares held in a trust of which Dr. Jakobovits's spouse is the trustee and Dr. Jakobovits's child is the beneficiary.
- The shares of common stock subject to the option shall vest in equal installments on each of the thirty-six (36) monthly anniversaries of the [vesting commencement date], provided that the reporting person remains in continuous service as of the applicable vesting date.

**Remarks:**

/s/ Nick Harvey, Attorney-in- 09/17/2020  
Fact for Aya Jakobovits

\*\* 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.

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