

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)*

Adicet Bio, Inc.

(Name of Issuer)

Common stock, \$0.0001 par value per share

(Title of Class of Securities)

007002108

(CUSIP Number)

September 15, 2020

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

1. Names of Reporting Persons
Novartis Bioventures Ltd.

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)

(b)

3. SEC USE ONLY

4. Citizenship or Place of Organization
Switzerland

5. Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

6. Shared Voting Power
965,990

7. Sole Dispositive Power
0

8. Shared Dispositive Power
965,990

9. Aggregate Amount Beneficially Owned by Each Reporting Person
965,990

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

11. Percent of Class Represented by Amount in Row 9
4.9%

12. Type of Reporting Person (see instructions)
CO

1. Names of Reporting Persons
Novartis Institutes for BioMedical Research, Inc.

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)

(b)

3. SEC USE ONLY

4. Citizenship or Place of Organization
Delaware

5. Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

6. Shared Voting Power
288,748

7. Sole Dispositive Power
0

8. Shared Dispositive Power
288,748

9. Aggregate Amount Beneficially Owned by Each Reporting Person
288,748

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

11. Percent of Class Represented by Amount in Row 9
1.5%

12. Type of Reporting Person (see instructions)
CO

1. Names of Reporting Persons
Novartis AG

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)

(b)

3. SEC USE ONLY

4. Citizenship or Place of Organization
Switzerland

	5. Sole Voting Power	
	0	
Number of Shares Beneficially Owned by Each Reporting Person With:	6. Shared Voting Power	
	1,254,738	
	7. Sole Dispositive Power	
	0	
	8. Shared Dispositive Power	
	1,254,738	

9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,254,738

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

11. Percent of Class Represented by Amount in Row 9
6.4%

12. Type of Reporting Person (see instructions)
CO, HC

Item 1(a). Name of Issuer:

Adicet Bio, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

200 Constitution Drive, Menlo Park, CA 94025

Item 2(a). Name of Person Filing:

This statement is filed on behalf of the following persons with respect to the shares of Common Stock of the Issuer:

- (i) Novartis Bioventures Ltd., a Swiss corporation ("NBV"), with respect to shares held by it;
- (ii) Novartis Institutes for BioMedical Research, Inc., a Delaware corporation ("NIBRI"), with respect to shares held by it; and
- (iii) Novartis AG, a Swiss corporation ("Novartis"), as the publicly owned parent of NBV and NIBRI, with respect to the shares held by those entities.

The foregoing persons are hereinafter referred to collectively as the "Reporting Persons."

Item 2(b). Address of Principal Business Office or, if none, Residence:

The address of the principal business office of NBV and Novartis is Lichtstrasse 35, 4056 Basel, Switzerland. The address of the principal business office of NIBRI is 250 Massachusetts Avenue, Cambridge, MA 02139.

Item 2(c). Citizenship:

NBV is a corporation organized under the laws of Switzerland and is an indirect wholly-owned subsidiary of Novartis.

NIBRI is a corporation organized under the laws of Delaware and is an indirect wholly-owned subsidiary of Novartis.

Novartis is a corporation organized under the laws of Switzerland and is the publicly owned parent of NBV and NIBRI.

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.0001 per share ("Common Stock").

Item 2(e). CUSIP Number:

007002108

Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
 - (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) A non-U.S. institution in accordance with §240.13d—1(b)(1)(ii)(J);
 - (k) Group, in accordance with §240.13d—1(b)(1)(ii)(K).
- If filing as a non-U.S. institution in accordance with §240.13d—1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership

(a) Amount Beneficially Owned:

NBV is the beneficial owner of 965,990 shares of Common Stock of the Issuer. NIBRI is the beneficial owner of 288,748 shares of Common Stock of the Issuer. As the indirect parent of NBV and NIBRI, Novartis may be deemed to beneficially own these securities. Each of NBV and NIBRI expressly disclaim beneficial ownership of shares beneficially owned by the other entity.

On September 15, 2020, the Issuer (previously known as “resTORbio, Inc.”), Adicet Bio, Inc. (“Adicet”) and Project Oasis Merger Sub, Inc., a direct, wholly-owned subsidiary of the Issuer (“Merger Sub”), the Issuer completed the previously announced acquisition of Adicet, by means of a merger of Merger Sub with and into Adicet, with Adicet surviving such merger as a wholly owned subsidiary of the Issuer (the “Merger”). In connection with the Merger, and immediately prior to the effective time of the Merger, the Issuer effected a reverse stock split of the Common Stock at a ratio of 1-for-7 (the “Reverse Stock Split”). Also, in connection with the Merger, the Issuer changed its name from “resTORbio, Inc.” to “Adicet Bio, Inc.”, and Adicet changed its name from “Adicet Bio, Inc.” to “Adicet Therapeutics, Inc.” As a former shareholder of Adicet, NBV acquired beneficial ownership of the Common Stock reported herein as beneficially owned by it in the Merger. The shares of Common Stock reported herein as beneficially owned by NIBRI represent a reduction in the number of shares previously reported as beneficially owned by NIBRI as a result of the Reverse Stock Split.

(b) Percent of Class:

NBV, NIBRI and Novartis beneficially own 4.9%, 1.5% and 6.4%, respectively, of the Issuer’s outstanding Common Stock, based upon 19,589,828 shares of Common Stock issued and outstanding as of September 15, 2020, as reported by the Issuer in a Current Report on Form 8-K filed with the Securities and Exchange Commission on September 15, 2020.

(c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote:** Not applicable as to each Reporting Person.

- (ii) Shared power to vote or to direct the vote: please see row 6 of the cover sheet to this Schedule 13G for each Reporting Person, which information is incorporated herein by reference.
- (iii) Sole power to dispose or to direct the disposition of: Not applicable as to each Reporting Person.
- (iv) Shared power to dispose or to direct the disposition of: please see row 8 of the cover sheet to this Schedule 13G for each Reporting Person, which information is incorporated herein by reference.

Item 5. Ownership of 5 Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

Item 6. Ownership of More than 5 Percent on Behalf of Another Person

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of a Group

Not Applicable

Item 10. Certification

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signatures

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: September 22, 2020

NOVARTIS BIOVENTURES LTD.

/s/ Bart Dzikowski

Name: Bart Dzikowski

Title: Secretary of the Board

/s/ Beat Steffen

Name: Beat Steffen

Title:

NOVARTIS INSTITUTES FOR
BIOMEDICAL RESEARCH, INC.

/s/ Scott A. Brown

Name: Scott A. Brown

Title: General Counsel and Chief Administrative Officer

NOVARTIS AG

/s/ Bart Dzikowski

Name: Bart Dzikowski

Title: Authorized Signatory

/s/ Beat Steffen

Name: Beat Steffen

Title: Authorized Signatory

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>
1	Power of Attorney
2	Evidence of Signatory Authority
3	Joint Filing Agreement

EXHIBIT 1

POWER OF ATTORNEY

We, the undersigned, under the authority granted to each of us to sign jointly on behalf of Novartis AG, hereby grant powers to Bart Dzikowski, Anja Koenig, Stephan Sandmeier, Florian Muellershausen, Beat Steffen, Marc Ceulemans, Marianne Uteng, Jeffrey Donohue and Ernesto Massimo, and constitute and appoint any two of them jointly as our true and lawful attorneys and representatives and to act on our behalf and to sign filings to be made with the U.S. Securities and Exchange Commission (the "SEC") relating to the shares of Adicet Bio, Inc. held by Novartis Bioventures Ltd. and Novartis Institutes for BioMedical Research, Inc., indirect subsidiaries of Novartis AG, as required by the SEC (the "SEC Filings"), and to undertake and carry out all tasks and formalities on our behalf which may be required in connection with giving effect to the SEC Filings.

We, the undersigned, undertake to ratify and confirm whatever our true and lawful attorneys do or purport to do in good faith in the exercise of any power conferred by this Power of Attorney.

We, the undersigned, declare that a person who deals with our true and lawful attorneys in good faith may accept a written statement signed by such attorneys to the effect that this Power of Attorney has not been revoked as conclusive evidence of that fact.

The authority granted by this Power of Attorney shall expire immediately after the SEC Filings are no longer required.

IN WITNESS WHEREOF, this Power of Attorney is duly signed on this 17th day of September 2020.

Novartis AG

/s/ C. Rehm

Name: Christian Rehm

Title: Authorized Signatory

/s/ F. Eichorn

Name: Felix Eichorn

Title: Authorized Signatory

EXHIBIT 2

EVIDENCE OF SIGNATORY AUTHORITY

Excerpt from Commercial Register of Novartis AG

Identification number	Legal status	Entry	Cancelled	Carried over from:	
CHE-103.867.266	Limited or Corporation	01.03.1996		CH-270.3.002.061-2 from: CH-270.3.002.061-2/a on:	1
All data					
In	Ca	Business name	Ref	Legal seat	
1		Novartis AG	1	Basel	
1		(Novartis SA) (Novartis Inc.)			
CHE-103.867.266	Novartis AG			Basel	3
All data					
In	Mo	Ca	Personal Data	Function	Signature
1			Rehm, Christian Jakob, von Illanz/Glion, in MuttENZ		joint signature at two
CHE-103.867.266	Novartis AG			Basel	3
All data					
In	Mo	Ca	Personal Data	Function	Signature
1			Eichhorn, Felix, von Basel, in Basel		joint signature at two

EXHIBIT 3

Joint Filing Agreement

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a Statement on Schedule 13G (including amendments thereto) with respect to the common stock, \$0.0001 par value per share, of Adicet Bio, Inc., a Delaware corporation, and further agree that this Joint Filing Agreement shall be included as an exhibit to such joint filings.

The undersigned further agree that each party hereto is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such party contained therein; provided that no party is responsible for the completeness or accuracy of the information concerning any other filing party, unless such party knows or has reason to believe that such information is inaccurate.

This Joint Filing Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original instrument, but all of such counterparts together shall constitute one agreement.

In evidence thereof, the undersigned, being duly authorized, hereby execute this Joint Filing Agreement as of September 22, 2020.

NOVARTIS BIOVENTURES LTD.

/s/ Bart Dzikowski

Name: Bart Dzikowski

Title: Secretary of the Board

/s/ Beat Steffen

Name: Beat Steffen

Title: Authorized Signatory

NOVARTIS INSTITUTES FOR
BIOMEDICAL RESEARCH, INC.

/s/ Scott A. Brown

Name: Scott A. Brown

Title: General Counsel and Chief Administrative Officer

NOVARTIS AG

/s/ Bart Dzikowski

Name: Bart Dzikowski

Title: Authorized Signatory

/s/ Beat Steffen

Name: Beat Steffen

Title: Authorized Signatory
