

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

PRE-EFFECTIVE AMENDMENT NO. 1 TO FORM F-6  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY  
AMERICAN DEPOSITARY RECEIPTS

**ORCHARD THERAPEUTICS PLC**

(Exact name of issuer of deposited securities as specified in its charter)

N/A

(Translation of issuer's name into English)

**England and Wales**

(Jurisdiction of incorporation or organization of issuer)

**CITIBANK, N.A.**

(Exact name of depositary as specified in its charter)

388 Greenwich Street  
New York, New York 10013  
+1 877 248 4237

(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

**Cogency Global Inc.**  
**10 East 40th Street 10<sup>th</sup> Floor**  
**New York, New York 10016**  
**+1 212 947 7200**

(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Mitchell S. Bloom**  
**Michael H. Bison**  
**Goodwin Procter LLP**  
**100 Northern Avenue**  
**Boston, MA 02210**  
**(617) 570-1000**

**Herman H. Raspé, Esq.**  
**Patterson Belknap Webb & Tyler LLP**  
**1133 Avenue of the Americas**  
**New York, New York 10036**  
**212-336-2000**

It is proposed that this filing become effective under Rule 466:

- immediately upon filing.  
 on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box:

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Price Per Unit*	Proposed Maximum Aggregate Offering Price**	Amount of Registration Fee
American Depositary Shares (ADS(s)), each ADS representing the right to receive one (1) Ordinary Share of Orchard Therapeutics plc	N/A	N/A	N/A	N/A

\* Each unit represents 100 ADSs.

\*\* Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of ADSs.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

---

This Pre-Effective Amendment No. 1 to Registration Statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

<u>Item Number and Caption</u>	<u>Location in Form of American Depositary Receipt ("Receipt") Filed Herewith as Prospectus</u>
1. Name of Depositary and address of its principal executive office	<u>Face of Receipt</u> - Introductory Article.
2. Title of Receipts and identity of deposited securities	<u>Face of Receipt</u> - Top Center.
Terms of Deposit:	
(i) The amount of deposited securities represented by one American Depositary Share ("ADSs")	<u>Face of Receipt</u> - Upper right corner.
(ii) The procedure for voting, if any, the deposited securities	<u>Reverse of Receipt</u> - Paragraphs (17) and (18).
(iii) The collection and distribution of dividends	<u>Reverse of Receipt</u> - Paragraph (15).
(iv) The transmission of notices, reports and proxy soliciting material	<u>Face of Receipt</u> - Paragraph (14); <u>Reverse of Receipt</u> - Paragraph (18).
(v) The sale or exercise of rights	<u>Reverse of Receipt</u> - Paragraphs (15) and (17).
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	<u>Face of Receipt</u> - Paragraphs (3) and (6); <u>Reverse of Receipt</u> - Paragraphs (15) and (17).
(vii) Amendment, extension or termination of the deposit agreement	<u>Reverse of Receipt</u> - Paragraphs (23) and (24) (no provision for extensions).
(viii) Rights of holders of Receipts to inspect the transfer books of the Depositary and the list of holders of ADSs	<u>Face of Receipt</u> - Paragraph (14).

**Item Number and Caption**

**Location in Form of American  
Depository Receipt (“Receipt”)  
Filed Herewith as Prospectus**

(ix) Restrictions upon the right to deposit or withdraw the underlying securities

Face of Receipt – Paragraphs (2), (3), (4), (6), (7), (9) and (10).

(x) Limitation upon the liability of the Depository

Face of Receipt - Paragraph (8);  
Reverse of Receipt - Paragraphs (20) and (21).

3. Fees and charges which may be imposed directly or indirectly on holders of ADSs

Face of Receipt - Paragraph (11).

**Item 2. AVAILABLE INFORMATION**

Face of Receipt - Paragraph (14).

The Company is subject to the periodic reporting requirements of the United States Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with, and submits certain reports to, the United States Securities and Exchange Commission (the “Commission”). These reports can be retrieved from the Commission’s internet website ([www.sec.gov](http://www.sec.gov)), and can be inspected and copied at the public reference facilities maintained by the Commission at 100 F Street, N.E., Washington D.C. 20549.

## **PROSPECTUS**

The Prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the Form of Deposit Agreement filed as Exhibit (a) to this Registration Statement on Form F-6 and is incorporated herein by reference.

## PART II

### INFORMATION NOT REQUIRED IN PROSPECTUS

#### Item 3. EXHIBITS

- (a) Form of Deposit Agreement, by and among Orchard Therapeutics plc (the “Company”), Citibank, N.A., as depositary (the “Depositary”), and all Holders and Beneficial Owners of American Depositary Shares issued thereunder (“Deposit Agreement”). — Previously filed as exhibit (a) to Registration Statement on Form F-6 (Reg. No. 333-227905) with the Commission on October 19, 2018, and incorporated herein by reference.
- (b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. — None.
- (c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. — None.
- (d) Opinion of counsel for the Depositary as to the legality of the securities to be registered. — Previously filed as Exhibit (d) to Registration Statement on Form F-6 (Reg. No. 333-227905) with the Commission on October 19, 2018, and incorporated herein by reference.
- (e) Certificate under Rule 466. — None.
- (f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. — Previously filed.

**Item 4. UNDERTAKINGS**

- (a) The Depositary undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of ADSs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
- (b) If the amount of fees charged is not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADS thirty (30) days before any change in the fee schedule.



**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., acting solely on behalf of the legal entity to be created by the Deposit Agreement, by and among Orchard Therapeutics plc, Citibank, N.A., as depositary, and all Holders and Beneficial Owners of American Depositary Shares to be issued thereunder, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Pre-Effective Amendment No. 1 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 29th day of October, 2018.

Legal entity created by the Deposit Agreement under which the American Depositary Shares registered hereunder are to be issued, each American Depositary Share representing the right to receive one (1) Ordinary Share of Orchard Therapeutics plc.

CITIBANK, N.A., solely in its capacity as Depositary

By: /s/ Leslie Deluca

Name: Leslie Deluca

Title: Attorney-in-fact

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Orchard Therapeutics plc certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Pre-Effective Amendment No. 1 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized, in the City of London, United Kingdom, on October 29, 2018.

ORCHARD THERAPEUTICS PLC

By: /s/ Mark Rothera

Name: Mark Rothera

Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Pre-Effective Amendment No. 1 to Registration Statement on Form F-6 has been signed by the following persons in the following capacities on October 29, 2018.

<u>Signature</u>	<u>Title</u>
<u>/s/ Mark Rothera</u> Mark Rothera	President, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Frank E. Thomas</u> Frank E. Thomas	Chief Financial Officer and Chief Business Officer (Principal Financial Officer and Principal Accounting Officer)
<u>*</u> James A. Geraghty	Chairman of the Board of Directors
<u>*</u> Joanne T. Beck, Ph.D.	Director
<u>*</u> Marc Dunoyer	Director
<u>*</u> Jon Ellis, Ph.D.	Director
<u>*</u> Bobby Gaspar, M.D., Ph.D.	Director
<u>*</u> Alex Pasteur, Ph.D.	Director
<u>*</u> Charles A. Rowland, Jr.	Director
<u>*</u> Hong Fang Song	Director
<u>*</u> Elise Wang	Director

\*By /s/ Frank E. Thomas  
Name: Frank E. Thomas  
Title: Attorney-in-Fact

SIGNATURE OF AUTHORIZED U.S. REPRESENTATIVE OF REGISTRANT

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Orchard Therapeutics plc has signed this Pre-Effective Amendment No. 1 to Registration Statement on Form F-6 to be signed on October 29, 2018.

By: /s/ Tais Laureano

Name: Tais Laureano

Title: Assistant Secretary on behalf of Cogency Global Inc.

Index to Exhibits

Exhibit

Document

Sequentially  
Numbered Page