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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-A**

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**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

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**Achilles Therapeutics plc**

(Exact name of registrant as specified in its charter)

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**England and Wales**  
(State of incorporation or organization)

**Not applicable**  
(I.R.S. Employer Identification No.)

**245 Hammersmith Road  
London W6 8PW  
United Kingdom**  
(Address of principal executive offices)

**Not applicable**  
(Zip Code)

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

**Title of each class  
to be so registered**  
**American Depository Shares, each representing  
one ordinary share, nominal value £0.001 per share  
Ordinary shares, nominal value £0.001 per share\***

**Name of each exchange on which  
each class is to be registered**  
**The Nasdaq Stock Market LLC  
  
The Nasdaq Stock Market LLC\***

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

**Securities Act registration statement file or Regulation A offering statement number to which this form relates (if applicable):**  
**333-253735**

**Securities to be registered pursuant to Section 12(g) of the Act:**  
**None**

\* Not for trading, but only in connection with the listing of the American Depository Shares on The Nasdaq Stock Market LLC. The American Depository Shares represent the right to receive ordinary shares and are being registered under the Securities Act of 1933, as amended, pursuant to a separate Registration Statement on Form F-6. Accordingly, the American Depository Shares are exempt from the operation of Section 12(a) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 12a-8.

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## INFORMATION REQUIRED IN REGISTRATION STATEMENT

### Item 1. Description of Registrant's Securities to be Registered.

Achilles Therapeutics plc (the "Company") hereby incorporates by reference (a) the description of its ordinary shares, nominal value £0.001 per share, contained under the heading "*Description of share capital and articles of association*," (b) the description of its American Depositary Shares, each representing one ordinary share, nominal value £0.001 per share, contained under the heading "*Description of American depositary shares*" and (c) the information set forth under the heading "*Material income tax considerations*," in each case, in the Company's Registration Statement on Form F-1 (File No. 333-253735), as originally filed with the Securities and Exchange Commission (the "Commission") on March 1, 2021, as amended from time to time (the "Registration Statement"). In addition, all of the above-referenced descriptions included in any prospectus forming a part of the Registration Statement subsequently filed with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed to be incorporated by reference herein.

### Item 2. Exhibits.

In accordance with the "Instructions as to Exhibits" with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on The Nasdaq Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Achilles Therapeutics plc

Date: March 29, 2021

By: /s/ Iraj Ali  
Iraj Ali, Ph.D.  
Chief Executive Officer