

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

**FORM F-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Immunocore Holdings plc

(Exact name of registrant as specified in its charter)

England and Wales
(State or other jurisdiction of incorporation or organization)

2836
(Primary Standard Industrial Classification Code Number)

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

**92 Park Drive
Milton Park
Abingdon, Oxfordshire OX14 4RY
United Kingdom
Tel: +44 1235 438600**
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Immunocore, LLC
Six Tower Bridge, Suite 500
181 Washington Street
Conshohocken, Pennsylvania 19428
United States
Tel: +1 484 534 5261**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Divakar Gupta
Eric W. Blanchard
Courtney T. Thorne
Cooley LLP
55 Hudson Yards
New York, New York 10001
+1 212 479 6000**

**Nicola Maguire
Claire Keast-Butler
Thomas Goodman
Cooley (UK) LLP
Dashwood
69 Old Broad Street
London EC2M 1QS
United Kingdom
+44 20 7785 4055**

**Simon Witty
Davis Polk & Wardwell London LLP
5 Aldermanbury Square
London EC2V 7HR
United Kingdom
+44 20 7418 1300**

**Richard D. Truesdell, Jr.
Yasin Keshvargar
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, New York 10017
+1 212 450 4000**

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. (File No. 333-252166)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act.

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards[†] provided pursuant to Section 7(a)(2)(B) of the Securities Act.

[†] The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES BEING REGISTERED	AMOUNT TO BE REGISTERED(2)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE(3)(4)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(4)	AMOUNT OF REGISTRATION FEE(4)
Ordinary shares, nominal value £0.002 per share(1)	1,842,948	\$26.00	\$47,916,648	\$5,228

- These ordinary shares are represented by American Depositary Shares ("ADSs"), each of which represents one ordinary share of the registrant. ADSs issuable upon deposit of the ordinary shares registered hereby are being registered pursuant to a separate registration statement on Form F-6 (File No. 333-252487), including any amendments thereto.
- The registrant previously registered securities at an aggregate offering price not to exceed \$239,583,300 on a Registration Statement on Form F-1, as amended (File No. 333-252166), which was declared effective on February 4, 2021 (the "Initial Registration Statement"). Represents only the number of ordinary shares being registered pursuant to this Registration Statement, which includes 240,385 ordinary shares represented by ADSs that the underwriters have the option to purchase, and are in addition to the 9,583,332 ordinary shares represented by ADSs that were registered pursuant to the Initial Registration Statement, which included 1,249,999 ordinary shares represented by ADSs that the underwriters have the option to purchase.
- Based on the public offering price of \$26.00 per ADS.
- The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price. The registrant previously registered securities at an aggregate offering price not to exceed \$239,583,300 on a Registration Statement on Form F-1, as amended (File No. 333-252166), which was declared effective by the Securities and Exchange Commission on February 4, 2021. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum aggregate offering price of the securities eligible to be sold under the Initial Registration Statement is hereby registered, which includes ordinary shares represented by ADSs issuable upon exercise of the underwriters' option to purchase additional ADSs and does not include the securities that the registrant previously registered on the Initial Registration Statement.

The registration statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.



**EXPLANATORY NOTE AND
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement (the “Registration Statement”) is being filed with the U.S. Securities and Exchange Commission (the “Commission”) with respect to the registration of additional ordinary shares, nominal value £0.002 per share, of Immunocore Holdings plc (the “Registrant”), pursuant to Rule 462(b) and General Instruction V of Form F-1, both promulgated under the Securities Act of 1933, as amended (the “Securities Act”). This Registration Statement incorporates by reference the contents of, including all amendments and exhibits thereto, the Registration Statement on Form F-1, as amended (File No. 333-252166) (the “Initial Registration Statement”), which the Commission declared effective on February 4, 2021, and is being filed solely for the purpose of increasing the number of ordinary shares represented by American Depositary Shares (“ADSs”) to be offered in the public offering by 1,842,948 shares, including 240,385 shares represented by ADSs that may be sold pursuant to the underwriters’ option to purchase additional ADSs. The additional shares that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Initial Registration Statement. The required opinion and consents are listed on an Exhibit Index attached hereto and incorporated by reference into this Registration Statement.

EXHIBIT INDEX

Exhibit Number	Description
5.1	Opinion of Cooley (UK) LLP (incorporated by reference to Exhibit 5.1 to the Registration Statement on Form F-1, as amended (File No. 333-252166), filed with the Commission on February 3, 2021).
23.1	Consent of KPMG LLP, the Registrant's independent registered public accounting firm (Immunocore Holdings Limited).
23.2	Consent of KPMG LLP, the Registrant's independent registered public accounting firm (Immunocore Limited).
23.3	Consent of Cooley (UK) LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included on the signature page of the Registration Statement on Form F-1 (File No. 333-252166), filed with the Commission on January 15, 2021 and incorporated herein by reference).
24.2	Power of Attorney of Roy S. Herbst, M.D., Ph.D. (included as Exhibit 24.2 to the Registration Statement on Form F-1 (File No. 333-252166), filed with the Commission on February 1, 2021 and incorporated herein by reference).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oxford, United Kingdom, on February 4, 2021.

IMMUNOCORE HOLDINGS PLC

By: /s/ Bahija Jallal, Ph.D.
Bahija Jallal, Ph.D.
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Bahija Jallal, Ph.D.</u> Bahija Jallal, Ph.D.	Chief Executive Officer and Director (Principal Executive Officer)	February 4, 2021
<u>/s/ Brian Di Donato</u> Brian Di Donato	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 4, 2021
<u>*</u> Professor Sir John Bell	Chairman of the Board of Directors	February 4, 2021
<u>*</u> Travis Coy	Director	February 4, 2021
<u>*</u> Roy Herbst, M.D., Ph.D.	Director	February 4, 2021
<u>*</u> Robert Perez	Director	February 4, 2021
<u>*</u> Kristine Peterson	Director	February 4, 2021
<u>*</u> Professor Sir Peter Ratcliffe	Director	February 4, 2021

*By: /s/ Bahija Jallal, Ph.D.

Bahija Jallal, Ph.D.
Attorney-in-fact

SIGNATURE OF AUTHORIZED U.S. REPRESENTATIVE OF THE REGISTRANT

Pursuant to the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of Immunocore Holdings plc, has signed this registration statement or amendment thereto on February 4, 2021.

Immunocore, LLC

By: /s/ Bahija Jallal, Ph.D.

Name: Bahija Jallal, Ph.D.

Title: Authorized Signatory

Consent of Independent Registered Public Accounting Firm

To the Board of Directors
Immunocore Holdings plc (formerly Immunocore Holdings Limited)

We consent to the use of our report dated January 15, 2021, with respect to the statement of financial position of Immunocore Holdings Limited as of January 7, 2021, incorporated by reference herein in Immunocore Holdings plc's Registration Statement on Form F-1 pursuant to Rule 462(b) of the Securities Act of 1933 and to the reference to our firm under the heading "Experts" in the Registration Statement on Form F-1, as amended (No. 333-252166) and related prospectus.

/s/ KPMG LLP

London, United Kingdom
February 4, 2021

Consent of Independent Registered Public Accounting Firm

To the Board of Directors
Immunocore Limited

We consent to the use of our report dated November 17, 2020, with respect to the consolidated statement of financial position of Immunocore Limited as of December 31, 2019 and 2018, the related consolidated statements of loss and other comprehensive income, changes in equity, and cash flows for each of the years in the two-year period ended December 31, 2019, and the related notes, incorporated by reference herein in Immunocore Holdings plc's Registration Statement on Form F-1 pursuant to Rule 462(b) of the Securities Act of 1933 and to the reference to our firm under the heading "Experts" in the Registration Statement on Form F-1, as amended (No. 333-252166) and related prospectus.

Our report dated November 17, 2020, contains an explanatory paragraph that states that the Company has suffered recurring losses from operations which raise significant doubt about its ability to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of that uncertainty.

Our report refers to a change in the method of accounting for leases as of January 1, 2019, due to the adoption of IFRS 16, Leases.

/s/ KPMG LLP

London, United Kingdom
February 4, 2021
