

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 21, 2020

ADAPTIVE BIOTECHNOLOGIES CORPORATION

(Exact name of Registrant as Specified in Its Charter)

Washington
(State or Other Jurisdiction
of Incorporation)

001-38957
(Commission File Number)

27-0907024
(IRS Employer
Identification No.)

**1551 Eastlake Avenue East, Suite 200,
Seattle, Washington**
(Address of Principal Executive Offices)

98102
(Zip Code)

Registrant's Telephone Number, Including Area Code: (206) 659-0067

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.0001 per share	ADPT	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, 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 13(a) of the Exchange Act.

Item 8.01 Other Events.

On August 21, 2020, Adaptive Biotechnologies Corporation (the “Company”) filed a prospectus supplement to its Form S-3 shelf registration statement, filed with the Securities and Exchange Commission on July 14, 2020. The prospectus supplement relates to the registration of up to 33,493,708 shares of the Company’s common stock held by the selling shareholder identified in the prospectus supplement (the “Shares”). The Company will not offer any newly issued shares or receive any proceeds from the sale of the Shares by the selling shareholder, and the registration of the Shares for resale does not impact the total number of shares of the Company’s common stock that are outstanding.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of DLA Piper LLP (US)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Adaptive Biotechnologies Corporation

Date: August 21, 2020

By: /s/ Chad Cohen

Chad Cohen

Chief Financial Officer



August 21, 2020

Adaptive Biotechnologies Corporation
1551 Eastlake Avenue East, Suite 200
Seattle, Washington 98102

Ladies and Gentlemen:

We have acted as counsel to Adaptive Biotechnologies Corporation, a Washington corporation (the “**Company**”), in connection with the offer and sale from time to time by the selling shareholder named in the Prospectus Supplement (as defined below) of up to 33,493,708 shares of the Company’s common stock, par value \$0.0001 per share (the “**Shares**”), pursuant to the Registration Statement on Form S-3 (Registration Statement No. 333-239854) (the “**Registration Statement**”), filed with the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended (the “**Securities Act**”), on July 14, 2020, the related base prospectus dated July 14, 2020 contained in the Registration Statement (the “**Base Prospectus**”), and the prospectus supplement relating to the Shares filed with the Commission on August 21, 2020 pursuant to Rule 424(b) promulgated under the Securities Act (the “**Prospectus Supplement**” and, together with the Base Prospectus, the “**Prospectus**”).

This opinion is being furnished in connection with the requirements of Item 16 of Form S-3 and Item 601(b)(5) of Regulation S-K under the Securities Act.

We have examined such instruments, documents and records as we deemed relevant and necessary for the basis of our opinion hereinafter expressed. In such examination, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals and the conformity to the originals of all documents submitted to us as copies. As to matters of fact relevant to our opinion set forth below, we have relied, without independent investigation, on certificates of public officials and of officers of the Company. We express no opinion concerning any law other than the laws of the State of Washington.

On the basis of the foregoing, we are of the opinion that the Shares have been validly issued and are fully paid and nonassessable.

We hereby consent to your filing this opinion as an exhibit to the Company’s Current Report on Form 8-K and to the use of our name under the caption “Legal Matters” in the Prospectus. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Our opinion is expressly limited to the matters set forth above, and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Shares or the Prospectus. This opinion is rendered as of the date hereof, and we assume no obligation to advise you of any fact, circumstance, event or development that may hereafter be brought to our attention whether or not such occurrence would alter, affect or modify the opinion expressed herein.

Very truly yours,

/s/ DLA PIPER LLP (US)
