

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>THOMAS FRANK E</u> (Last) (First) (Middle) <u>C/O ORCHARD THERAPEUTICS PLC</u> <u>245 HAMMERSMITH ROAD</u> (Street) <u>LONDON X0 W6 8PW</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Orchard Therapeutics plc [ORTX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>See Remarks</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/24/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
Ordinary Shares ⁽¹⁾	01/24/2024		D ⁽²⁾⁽³⁾		92,081	D		(2)(3)	0	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$0.58	01/24/2024		D ⁽²⁾⁽³⁾			99,980	(4)	01/15/2029	Ordinary Shares ⁽¹⁾	99,980	\$0.00	0	D	
Stock Option (Right to Buy)	\$0.58	01/24/2024		D ⁽²⁾⁽³⁾			199,990	(4)	01/01/2030	Ordinary Shares ⁽¹⁾	199,990	\$0.00	0	D	
Stock Option (Right to Buy)	\$0.58	01/24/2024		D ⁽²⁾⁽³⁾			149,990	(4)	03/31/2030	Ordinary Shares ⁽¹⁾	149,990	\$0.00	0	D	
Stock Option (Right to Buy)	\$0.58	01/24/2024		D ⁽²⁾⁽³⁾			309,990	(4)	01/31/2031	Ordinary Shares ⁽¹⁾	309,990	\$0.00	0	D	
Stock Option (Right to Buy)	\$0.58	01/24/2024		D ⁽²⁾⁽³⁾			27,730	(4)	01/31/2031	Ordinary Shares ⁽¹⁾	27,730	\$0.00	0	D	
Stock Option (Right to Buy)	\$0.459	01/24/2024		D ⁽²⁾⁽³⁾			335,000	(4)	05/31/2032	Ordinary Shares ⁽¹⁾	335,000	\$0.00	0	D	
Stock Option (Right to Buy)	\$0.58	01/24/2024		D ⁽²⁾⁽³⁾			457,800	(4)	10/03/2032	Ordinary Shares ⁽¹⁾	457,800	\$0.00	0	D	
Stock Option (Right to Buy)	\$0.58	01/24/2024		D ⁽²⁾⁽³⁾			75,000	(4)	10/03/2032	Ordinary Shares ⁽¹⁾	75,000	\$0.00	0	D	
Stock Option (Right to Buy)	\$0.464	01/24/2024		D ⁽²⁾⁽³⁾			405,590	(4)	02/28/2033	Ordinary Shares ⁽¹⁾	405,590	\$0.00	0	D	
Stock Option (Right to Buy)	\$0.58	01/24/2024		D ⁽²⁾⁽³⁾			179,390	(4)	02/28/2033	Ordinary Shares ⁽¹⁾	179,390	\$0.00	0	D	

Explanation of Responses:

- The ordinary shares, nominal value GBP per share (the "Ordinary Shares") may be represented by American Depositary Shares ("ADSs"), each of which currently represents ten Ordinary Shares.
- On January 24, 2024, Kyowa Kirin Co., Ltd., a Japanese joint stock company ("KKC") acquired all outstanding Ordinary Shares of Orchard Therapeutics plc, a public limited company incorporated in England and Wales (the "Company"), by means of a scheme of arrangement under Part 26 of the UK Companies Act 2006 (the "Scheme of Arrangement"). At the effective time of the Scheme of Arrangement, each outstanding Ordinary Share of the Company was exchanged for an amount equal to (a) \$1.60 in cash, without interest (the "Cash Consideration"), and (b) one contractual contingent value right (each, a "CVR"),

each representing the right to receive a contingent payment of \$0.10 in cash, without interest, if a certain milestone is achieved, pursuant to the Contingent Value Rights Agreement between KKC and a rights agent mutually agreeable to the Company and KKC.

3. (continued) In addition, each ADS of the Company was exchanged for an amount equal to (a) \$16.00 in cash (less certain Orchard ADS Fees pursuant to the terms of the deposit agreement, dated as of November 2, 2018, as amended, by and among the Company, Citibank, N.A., as depository, and all holders and beneficial owners of Orchard ADSs issued thereunder), and (b) 10 CVRs. The transaction is more fully described in the Company's definitive proxy statement filed with the Securities and Exchange Commission on November 16, 2023.

4. Pursuant to the Transaction Agreement dated as of October 5, 2023 by and between KKC and the Company, the vested portions of these options were cancelled in exchange for (i) an amount in cash equal to the excess of the Cash Consideration over the per share exercise price of such options and (ii) one CVR. In addition, the unvested portions of these options were converted into a transition award (each, a "Transition Award") representing the right to receive (i) an amount in cash equal to the excess of the Cash Consideration over the per share exercise price of such options and (ii) one CVR. Consideration under the Transition Awards shall vest and be paid pursuant to the vesting terms of the original award agreement, subject to the holder's continued service with KKC and its subsidiaries through each applicable vesting date; provided, however that any portion of such Transition Award that remains unvested as of December 31, 2024 will vest in full on such date.

Remarks:

Title: President & Chief Operating Officer

/s/ Frank Thomas

01/24/2024

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.