

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

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) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/04/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			

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)	\$2.44	10/04/2022		D ⁽¹⁾			426,185	(2)	02/06/2028	Ordinary Shares ⁽³⁾	426,185	\$0.00 ⁽¹⁾	0	D	
Stock Option (Right to Buy)	\$0.58	10/04/2022		A ⁽¹⁾		426,185		(2)	02/06/2028	Ordinary Shares ⁽³⁾	426,185	\$0.00 ⁽¹⁾	426,185	D	
Stock Option (Right to Buy)	\$9.06	10/04/2022		D ⁽¹⁾			184,229	(2)	09/12/2028	Ordinary Shares ⁽³⁾	184,229	\$0.00 ⁽¹⁾	0	D	
Stock Option (Right to Buy)	\$0.58	10/04/2022		A ⁽¹⁾		184,229		(2)	09/12/2028	Ordinary Shares ⁽³⁾	184,229	\$0.00 ⁽¹⁾	184,229	D	
Stock Option (Right to Buy)	\$12.54	10/04/2022		D ⁽¹⁾			100,000	(4)	01/15/2029	Ordinary Shares ⁽³⁾	100,000	\$0.00 ⁽¹⁾	0	D	
Stock Option (Right to Buy)	\$0.58	10/04/2022		A ⁽¹⁾		100,000		(4)	01/15/2029	Ordinary Shares ⁽³⁾	100,000	\$0.00 ⁽¹⁾	100,000	D	
Stock Option (Right to Buy)	\$13.58	10/04/2022		D ⁽¹⁾			200,000	(5)	01/01/2030	Ordinary Shares ⁽³⁾	200,000	\$0.00 ⁽¹⁾	0	D	
Stock Option (Right to Buy)	\$0.58	10/04/2022		A ⁽¹⁾		200,000		(5)	01/01/2030	Ordinary Shares ⁽³⁾	200,000	\$0.00 ⁽¹⁾	200,000	D	
Stock Option (Right to Buy)	\$7.05	10/04/2022		D ⁽¹⁾			150,000	(6)	03/31/2030	Ordinary Shares ⁽³⁾	150,000	\$0.00 ⁽¹⁾	0	D	
Stock Option (Right to Buy)	\$0.58	10/04/2022		A ⁽¹⁾		150,000		(6)	03/31/2030	Ordinary Shares ⁽³⁾	150,000	\$0.00 ⁽¹⁾	150,000	D	
Stock Option (Right to Buy)	\$5.98	10/04/2022		D ⁽¹⁾			310,000	(7)	01/31/2031	Ordinary Shares ⁽³⁾	310,000	\$0.00 ⁽¹⁾	0	D	
Stock Option (Right to Buy)	\$0.58	10/04/2022		A ⁽¹⁾		310,000		(7)	01/31/2031	Ordinary Shares ⁽³⁾	310,000	\$0.00 ⁽¹⁾	310,000	D	
Stock Option (Right to Buy)	\$5.98	10/04/2022		D ⁽¹⁾			27,731	(2)	01/31/2031	Ordinary Shares ⁽³⁾	27,731	\$0.00 ⁽¹⁾	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	10/04/2022		A ⁽¹⁾		27,731		(2)	01/31/2031	Ordinary Shares ⁽³⁾	27,731	\$0.00 ⁽¹⁾	27,731	D	
Stock Option (Right to Buy)	\$0.58	10/04/2022		A		457,811		(8)	10/03/2032	Ordinary Shares ⁽³⁾	457,811	\$0.00	457,811	D	
Stock Option (Right to Buy)	\$0.58	10/04/2022		A		75,000		(9)	10/03/2032	Ordinary Shares ⁽³⁾	75,000	\$0.00	75,000	D	

Explanation of Responses:

- On October 4, 2022, the Compensation Committee of the Issuer's Board of Directors approved an option repricing. All of the other terms of the options remain unchanged. Such transactions were exempt pursuant to Rule 16b-6(d) and Rule 16b-3 of the Exchange Act, as applicable.
- The shares subject to this option are fully vested and exercisable as of the date hereof.
- The Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
- The shares subject to this option vest in equal monthly installments over the four years after January 16, 2019.
- The shares subject to this option vest in equal monthly installments over the four years after January 2, 2020.
- The shares subject to this option vest in equal monthly installments over the four years after April 1, 2020.
- The shares subject to this option vest in equal monthly installments over the four years after February 1, 2021.
- The shares subject to this option vest in equal monthly installments over the three years after October 4, 2022.
- The shares subject to this option vest in equal monthly installments over the two years after July 1, 2024.

Remarks:

Title: President & Chief Operating Officer

/s/ Frank E. Thomas

10/06/2022

** 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.