

OMB APPROVAL	
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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>Dunoyer Marc</u> <hr/> (Last) (First) (Middle) C/O ORCHARD THERAPEUTICS PLC 245 HAMMERSMITH ROAD <hr/> (Street) LONDON X0 W6 8PW <hr/> (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/24/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares ⁽¹⁾	01/24/2024		D ⁽²⁾⁽³⁾		37,179	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
Stock Option (Right to Buy)	\$0.0001	01/24/2024		D ⁽²⁾⁽³⁾			80,030	⁽⁴⁾	06/11/2028	Ordinary Shares ⁽¹⁾	80,030	\$0.00	0	D	
Stock Option (Right to Buy)	\$0.475	01/24/2024		D ⁽²⁾⁽³⁾			46,000	⁽⁴⁾	06/06/2032	Ordinary Shares ⁽¹⁾	46,000	\$0.00	0	D	
Stock Option (Right to Buy)	\$0.495	01/24/2024		D ⁽²⁾⁽³⁾			105,000	⁽⁴⁾	06/13/2033	Ordinary Shares ⁽¹⁾	105,000	\$0.00	0	D	

Explanation of Responses:

- The ordinary shares, nominal value GBP 0.10 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.
- (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.
- Pursuant to the Transaction Agreement dated as of October 5, 2023 by and between KKC and the Company, 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.

/s/ Frank Thomas, Attorney-in-Fact 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.