

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>HARLAND DEBORAH</u>  (Last) (First) (Middle) <u>C/O S.R. ONE, LIMITED</u> <u>161 WASHINGTON STREET, SUITE 500</u>  (Street) <u>CONSHOHOCKEN PA</u> <u>19428</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BICYCLE THERAPEUTICS plc [ BCYC ]</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) <u>05/28/2019</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			
Ordinary Shares	05/28/2019		C		893,195	A	(1)	893,195	I	See Footnote <sup>(2)</sup>
Ordinary Shares	05/28/2019		C		636,366	A	(1)	1,529,561	I	See Footnote <sup>(2)</sup>
Ordinary Shares	05/28/2019		P		385,714	A	\$14	1,915,275	I	See Footnote <sup>(2)</sup>

**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				
Series A Preferred Shares	(1)	05/28/2019		C		893,195		(1)	(1)	Ordinary Shares	893,195	(1)	0	I	See Footnote <sup>(2)</sup>
Series B1 Preferred Shares	(1)	05/28/2019		C		636,366		(1)	(1)	Ordinary Shares	636,366	(1)	0	I	See Footnote <sup>(2)</sup>

**Explanation of Responses:**

- Each Series A and B1 Preferred Share automatically converted into Ordinary Shares on a one-for-1.429 basis upon the closing of the Issuer's initial public offering and had no expiration date.
- S.R. One, Limited, an indirect, wholly-owned subsidiary of GlaxoSmithKline plc, is the record holder of the shares reported herein. Deborah Harland holds the title of Vice President at S.R. One, Limited and is an employee of GlaxoSmithKline Services Unlimited, a wholly-owned subsidiary of GlaxoSmithKline plc. Ms. Harland disclaims beneficial ownership of all the shares held by S.R. One, Limited and this report shall not be deemed an admission of beneficial ownership of such shares for the purposes of Section 16 or for any other purpose except to the extent of her pecuniary interest therein.

/s/ Lee Kalowski, as Attorney-in-Fact 05/30/2019

\*\* 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.