

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104
Estimated average burden
hours per response: 0.5Filed 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>Cambridge Innovation Capital</u> <u>(Jersey) Ltd</u>	2. Date of Event Requiring Statement (Month/Day/Year) 05/22/2019	3. Issuer Name and Ticker or Trading Symbol <u>BICYCLE THERAPEUTICS Ltd</u> [<u>BCYC</u>]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. 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 Form filed by More than One Reporting Person
(Last) (First) (Middle) <u>C/O BICYCLE THERAPEUTICS PLC</u> <u>B900, BABRAHAM RESEARCH</u> <u>CAMPUS</u>	(Street) <u>CAMBRIDGE X0</u> <u>CB22 3AT</u>	(City) (State) (Zip)	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
---------------------------------	---	--	---

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Series B1 Preferred Shares</u>	(1)	(1)	<u>Ordinary Shares</u>	<u>1,081,823</u> ⁽²⁾	(1)	<u>D</u>	
<u>Series B1 Preferred Shares Warrants</u>	(3)	<u>03/31/2025</u>	<u>Series B1 Preferred Shares</u> ⁽¹⁾	<u>125,587</u> ⁽²⁾	(3)	<u>D</u>	
<u>Series B2 Preferred Shares</u>	(4)	(4)	<u>Ordinary Shares</u>	<u>229,741</u> ⁽²⁾	(4)	<u>D</u>	

Explanation of Responses:

- Each Series B1 Preferred Share shall automatically convert into Ordinary Shares on a one for 1.429 basis immediately prior to the closing of the Issuer's initial public offering and have no expiration date.
- Share numbers give effect to the bonus shares issued to each holder of ordinary shares on the basis of 1.429 bonus shares for each ordinary share in issue, effective on May 13, 2019, which will be effective for the ordinary shares upon their conversion to ordinary shares upon the closing of the Issuer's initial public offering. The number of shares reflects the conversion of the Series B1 Preferred Shares and the Series B2 Preferred Shares to Ordinary Shares set out in footnotes (1) and (4).
- The Warrants to purchase Series B1 Preferred Shares have an exercise price of a nominal value per share. The Warrants are immediately exercisable and expire on March 31, 2025.
- Each Series B2 Preferred Share shall automatically convert into Ordinary Shares on a one for 1.429 basis immediately prior to the closing of the Issuer's initial public offering and have no expiration date.

/s/ Rob Sprawson By: Rob Sprawson Title: Director 05/22/2019

** 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 5 (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.