

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

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

| | | |
|--|---|--|
| 1. Name and Address of Reporting Person* SVLSF V, LLC (Last) (First) (Middle) C/O BICYCLE THERAPEUTICS PLC B900, BABRAHAM RESEARCH CAMPUS (Street) CAMBRIDGE X0 CB22 3AT (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol BICYCLE THERAPEUTICS plc [BCYC] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 05/28/2019 | |
| 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 | | 874,709 | A | (1) | 874,709 | I | By SV Life Sciences Fund V, L.P. ⁽²⁾ |
| Ordinary Shares | 05/28/2019 | | C | | 623,196 | A | (1) | 1,497,905 | I | By SV Life Sciences Fund V, L.P. ⁽²⁾ |
| Ordinary Shares | 05/28/2019 | | C | | 18,485 | A | (1) | 18,485 | I | By SV Life Sciences Fund V Strategic Partners. L.P. ⁽³⁾ |
| Ordinary Shares | 05/28/2019 | | C | | 13,169 | A | (1) | 31,654 | I | By SV Life Sciences Fund V Strategic Partners. L.P. ⁽³⁾ |
| Ordinary Shares | 05/28/2019 | | P | | 377,732 | A | \$14 | 1,875,637 | I | By SV Life Sciences Fund V, L.P. ⁽²⁾ |
| Ordinary Shares | 05/28/2019 | | P | | 7,983 | A | \$14 | 39,637 | I | By SV Life Sciences Fund V Strategic Partners. L.P. ⁽³⁾ |

**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 | | | 874,709 | (1) | (1) | Ordinary Shares | 874,709 | (1) | 0 | I | By SV Life Sciences Fund V, L.P. (2) |
| Series B1 Preferred Shares | (1) | 05/28/2019 | | C | | | 623,196 | (1) | (1) | Ordinary Shares (1) | 623,196 | (1) | 0 | I | By SV Life Sciences Fund V, L.P. (2) |
| Series A Preferred Shares | (1) | 05/28/2019 | | C | | | 18,485 | (1) | (1) | Ordinary Shares | 18,485 | (1) | 0 | I | By SV Life Sciences Fund V Strategic Partners, L.P. (3) |
| Series B1 Preferred Shares | (1) | 05/28/2019 | | C | | | 13,169 | (1) | (1) | Ordinary Shares | 13,169 | (1) | 0 | I | By SV Life Sciences Fund V Strategic Partners, L.P. (3) |

1. Name and Address of Reporting Person*

[SVLSF V, LLC](#)

(Last) (First) (Middle)

C/O BICYCLE THERAPEUTICS PLC
B900, BABRAHAM RESEARCH CAMPUS

(Street)

CAMBRIDGE X0 CB22 3AT

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[SV LIFE SCIENCES FUND V LP](#)

(Last) (First) (Middle)

C/O BICYCLE THERAPEUTICS PLC
B900, BABRAHAM RESEARCH CAMPUS

(Street)

CAMBRIDGE X0 CB22 3AT

(City) (State) (Zip)

| | | |
|---|---------|----------|
| 1. Name and Address of Reporting Person* | | |
| <u>SV Life Sciences Fund V (GP), LP</u> | | |
| (Last) | (First) | (Middle) |
| C/O BICYCLE THERAPEUTICS PLC B900, BABRAHAM RESEARCH CAMPUS | | |
| (Street) | | |
| CAMBRIDGE | X0 | CB22 3AT |
| (City) (State) (Zip) | | |
| 1. Name and Address of Reporting Person* | | |
| <u>SV Life Sciences Fund V Strategic Partners, L.P.</u> | | |
| (Last) | (First) | (Middle) |
| C/O BICYCLE THERAPEUTICS PLC B900, BABRAHAM RESEARCH CAMPUS | | |
| (Street) | | |
| CAMBRIDGE | X0 | CB22 3AT |
| (City) (State) (Zip) | | |

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.
- These shares are owned directly by SV Life Sciences Fund V, L.P. ("SVLS V LP"). SV Life Sciences Fund V (GP), LP ("SVLS V GP") is the general partner of SVLS V LP. The general partner of SVLS V GP is SVLSF V, LLC. Kate Bingham, Eugene D. Hill, III and Michael J. Ross are members of the investment committee of SVLSF V, LLC. SVLS V GP, SVLSF V, LLC and each of the individuals comprising the SVLSF V, LLC investment committee may be deemed to share voting, dispositive and investment power over the shares held of record by SVLS V LP. Each of SVLS V GP, SVLSF V, LLC and the individual members of the SVLSF V, LLC investment committee disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that any one of them is the beneficial owner of such securities for purposes of Section 16 or any other purpose, except to the extent of their pecuniary interest therein.
- These shares are owned directly by SV Life Sciences Fund V Strategic Partners, L.P. ("SVLS V SPP"). SVLS V GP is the general partner of SVLS V SPP. The general partner of SVLS V GP is SVLSF V, LLC. Kate Bingham, Eugene D. Hill, III and Michael J. Ross are members of the investment committee of SVLSF V, LLC. SVLS V GP, SVLSF V, LLC and each of the individuals comprising the SVLSF V, LLC investment committee may be deemed to share voting, dispositive and investment power over the shares held of record by SVLS V SPP. Each of SVLS V GP, SVLSF V, LLC and the individual members of the SVLSF V, LLC investment committee disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that any one of them is the beneficial owner of such securities for purposes of Section 16 or any other purpose, except to the extent of their pecuniary interest therein.

[SVLSF V, LLC By: /s/ Brent M. Faduski Name: Brent M. Faduski Title: Officer 05/30/2019](#)

[SV LIFE SCIENCES FUND V, L.P. By: /s/ Brent M. Faduski Name: Brent M. Faduski Title: SVLSF V, LLC Officer 05/30/2019](#)

[SV LIFE SCIENCES FUND V \(GP\), L.P. By: /s/ Brent M. Faduski Name: Brent M. Faduski Title: SVLSF V, LLC Officer 05/30/2019](#)

[SV LIFE SCIENCES FUND V STRATEGIC PARTNERS, L.P. By: /s/ Brent M. Faduski Name: Brent M. Faduski Title: SVLSF V, LLC Officer 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.