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The reader should not assume that the information is accurate and complete.

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM D**

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

**Notice of Exempt Offering of Securities**

**1. Issuer's Identity**

CIK (Filer ID Number)

[0001761612](#)

Name of Issuer

[BICYCLE THERAPEUTICS PLC](#)

Jurisdiction of Incorporation/Organization

[UNITED KINGDOM](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

Previous Names

None

[BICYCLE THERAPEUTICS plc](#)

[BICYCLE THERAPEUTICS Ltd](#)

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

**PUBLIC LIMITED COMPANY**

**2. Principal Place of Business and Contact Information**

Name of Issuer

[BICYCLE THERAPEUTICS PLC](#)

Street Address 1

[BLOCKS A & B, PORTWAY BUILDING](#)

City

[CAMBRIDGE](#)

State/Province/Country

[UNITED KINGDOM](#)

Street Address 2

[GRANTA PARK, GREAT ABINGTON](#)

ZIP/PostalCode

[CB21 6GS](#)

Phone Number of Issuer

[011441223261503](#)

**3. Related Persons**

Last Name

[LEE](#)

Street Address 1

[C/O BICYCLE THERAPEUTICS PLC](#)

City

[GREAT ABINGTON, CAMBRIDGE](#)

First Name

[KEVIN](#)

Street Address 2

[BLOCKS A&B PORTWAY BUILDING,  
GRANTA PARK](#)

State/Province/Country

[UNITED KINGDOM](#)

Middle Name

ZIP/PostalCode

[CB21 6GS](#)

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name

[YOUNG](#)

Street Address 1

[C/O BICYCLE THERAPEUTICS PLC](#)

City

[GREAT ABINGTON, CAMBRIDGE](#)

First Name

[ALETHIA](#)

Street Address 2

[BLOCKS A&B PORTWAY BUILDING,  
GRANTA PARK](#)

State/Province/Country

[UNITED KINGDOM](#)

Middle Name

ZIP/PostalCode

[CB21 6GS](#)

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name

[LEGAULT](#)

Street Address 1

[C/O BICYCLE THERAPEUTICS PLC](#)

City

[GREAT ABINGTON, CAMBRIDGE](#)

First Name

[PIERRE](#)

Street Address 2

[BLOCKS A&B PORTWAY BUILDING,  
GRANTA PARK](#)

State/Province/Country

[UNITED KINGDOM](#)

Middle Name

ZIP/PostalCode

[CB21 6GS](#)

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
BAKER	FELIX	J.
Street Address 1	Street Address 2	
C/O BICYCLE THERAPEUTICS PLC	BLOCKS A&B PORTWAY BUILDING, GRANTA PARK	
City	State/Province/Country	ZIP/PostalCode
GREAT ABINGTON, CAMBRIDGE	UNITED KINGDOM	CB21 6GS

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
BOURQUE	JANICE	
Street Address 1	Street Address 2	
C/O BICYCLE THERAPEUTICS PLC	BLOCKS A&B PORTWAY BUILDING, GRANTA PARK	
City	State/Province/Country	ZIP/PostalCode
GREAT ABINGTON, CAMBRIDGE	UNITED KINGDOM	CB21 6GS

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
GUTIERREZ-RAMOS	JOSE-CARLOS	
Street Address 1	Street Address 2	
C/O BICYCLE THERAPEUTICS PLC	BLOCKS A&B PORTWAY BUILDING, GRANTA PARK	
City	State/Province/Country	ZIP/PostalCode
GREAT ABINGTON, CAMBRIDGE	UNITED KINGDOM	CB21 6GS

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
KENDER	RICHARD	N.
Street Address 1	Street Address 2	
C/O BICYCLE THERAPEUTICS PLC	BLOCKS A&B PORTWAY BUILDING, GRANTA PARK	
City	State/Province/Country	ZIP/PostalCode
GREAT ABINGTON, CAMBRIDGE	UNITED KINGDOM	CB21 6GS

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
SANDS	STEPHEN	
Street Address 1	Street Address 2	
C/O BICYCLE THERAPEUTICS PLC	BLOCKS A&B PORTWAY BUILDING, GRANTA PARK	
City	State/Province/Country	ZIP/PostalCode
GREAT ABINGTON, CAMBRIDGE	UNITED KINGDOM	CB21 6GS

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
WINTER	GREGORY	
Street Address 1	Street Address 2	
C/O BICYCLE THERAPEUTICS PLC	BLOCKS A&B PORTWAY BUILDING, GRANTA PARK	
City	State/Province/Country	ZIP/PostalCode

GREAT ABINGTON, CAMBRIDGE UNITED KINGDOM CB21 6GS

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
ARROYO	SANTIAGO	
Street Address 1	Street Address 2	
C/O BICYCLE THERAPEUTICS PLC	BLOCKS A&B PORTWAY BUILDING, GRANTA PARK	
City	State/Province/Country	ZIP/PostalCode
GREAT ABINGTON, CAMBRIDGE	UNITED KINGDOM	CB21 6GS
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
CROCKETT	NIGEL	
Street Address 1	Street Address 2	
C/O BICYCLE THERAPEUTICS PLC	BLOCKS A&B PORTWAY BUILDING, GRANTA PARK	
City	State/Province/Country	ZIP/PostalCode
GREAT ABINGTON, CAMBRIDGE	UNITED KINGDOM	CB21 6GS
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
HANNAY	MICHAEL	
Street Address 1	Street Address 2	
C/O BICYCLE THERAPEUTICS PLC	BLOCKS A&B PORTWAY BUILDING, GRANTA PARK	
City	State/Province/Country	ZIP/PostalCode
GREAT ABINGTON, CAMBRIDGE	UNITED KINGDOM	CB21 6GS
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
KEEN	NICHOLAS	
Street Address 1	Street Address 2	
C/O BICYCLE THERAPEUTICS PLC	BLOCKS A&B PORTWAY BUILDING, GRANTA PARK	
City	State/Province/Country	ZIP/PostalCode
GREAT ABINGTON, CAMBRIDGE	UNITED KINGDOM	CB21 6GS
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
MILNES	ALISTAIR	
Street Address 1	Street Address 2	
C/O BICYCLE THERAPEUTICS PLC	BLOCKS A&B PORTWAY BUILDING, GRANTA PARK	
City	State/Province/Country	ZIP/PostalCode
GREAT ABINGTON, CAMBRIDGE	UNITED KINGDOM	CB21 6GS
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
SKYNNER	MICHAEL	
Street Address 1	Street Address 2	
C/O BICYCLE THERAPEUTICS PLC	BLOCKS A&B PORTWAY BUILDING, GRANTA PARK	

City  
GREAT ABINGTON, CAMBRIDGE

State/Province/Country  
UNITED KINGDOM

ZIP/PostalCode  
CB21 6GS

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

#### 4. Industry Group

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> Agriculture  | <input type="checkbox"/> Health Care                | <input type="checkbox"/> Retailing                 |
| <input type="checkbox"/> Banking & Financial Services                                       | <input type="checkbox"/> Biotechnology              | <input type="checkbox"/> Restaurants               |
| <input type="checkbox"/> Commercial Banking   | <input type="checkbox"/> Health Insurance           | <input type="checkbox"/> Technology                |
| <input type="checkbox"/> Insurance  | <input type="checkbox"/> Hospitals & Physicians     | <input type="checkbox"/> Computers                 |
| <input type="checkbox"/> Investing  | <input checked="" type="checkbox"/> Pharmaceuticals | <input type="checkbox"/> Telecommunications        |
| <input type="checkbox"/> Investment Banking   | <input type="checkbox"/> Other Health Care          | <input type="checkbox"/> Other Technology          |
| <input type="checkbox"/> Pooled Investment Fund   | <input type="checkbox"/> Manufacturing              | <input type="checkbox"/> Travel                    |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | <input type="checkbox"/> Real Estate                | <input type="checkbox"/> Airlines & Airports       |
| <input type="checkbox"/> Yes <input type="checkbox"/> No                                    | <input type="checkbox"/> Commercial                 | <input type="checkbox"/> Lodging & Conventions     |
| <input type="checkbox"/> Other Banking & Financial Services                                 | <input type="checkbox"/> Construction               | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Business Services  | <input type="checkbox"/> REITS & Finance            | <input type="checkbox"/> Other Travel              |
| <input type="checkbox"/> Energy   | <input type="checkbox"/> Residential                | <input type="checkbox"/> Other                     |
| <input type="checkbox"/> Coal Mining  | <input type="checkbox"/> Other Real Estate          |  |
| <input type="checkbox"/> Electric Utilities   |   |  |
| <input type="checkbox"/> Energy Conservation  |   |  |
| <input type="checkbox"/> Environmental Services   |   |  |
| <input type="checkbox"/> Oil & Gas  |   |  |
| <input type="checkbox"/> Other Energy   |   |  |

#### 5. Issuer Size

- |   |    |   |
|---|----|---|
| Revenue Range   | OR | Aggregate Net Asset Value Range                       |
| <input type="checkbox"/> No Revenues                    |    | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000              |    | <input type="checkbox"/> \$1 - \$5,000,000            |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000      |    | <input type="checkbox"/> \$5,000,001 - \$25,000,000   |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000     |    | <input type="checkbox"/> \$25,000,001 - \$50,000,000  |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000   |    | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000             |    | <input type="checkbox"/> Over \$100,000,000           |
| <input checked="" type="checkbox"/> Decline to Disclose |    | <input type="checkbox"/> Decline to Disclose          |
| <input type="checkbox"/> Not Applicable                 |    | <input type="checkbox"/> Not Applicable               |

#### 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- |  |  |   |
|--|--|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Investment Company Act Section 3(c) |   |
| <input type="checkbox"/> Rule 504 (b)(1)(i)                      | <input type="checkbox"/> Section 3(c)(1)                     | <input type="checkbox"/> Section 3(c)(9)  |
| <input type="checkbox"/> Rule 504 (b)(1)(ii)                     | <input type="checkbox"/> Section 3(c)(2)                     | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii)                    | <input type="checkbox"/> Section 3(c)(3)                     | <input type="checkbox"/> Section 3(c)(11) |
| <input checked="" type="checkbox"/> Rule 506(b)                  | <input type="checkbox"/> Section 3(c)(4)                     | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Rule 506(c)                             | <input type="checkbox"/> Section 3(c)(5)                     | <input type="checkbox"/> Section 3(c)(13) |
| <input type="checkbox"/> Securities Act Section 4(a)(5)          | <input type="checkbox"/> Section 3(c)(6)                     | <input type="checkbox"/> Section 3(c)(14) |
|  | <input type="checkbox"/> Section 3(c)(7)                     |   |

#### 7. Type of Filing

- New Notice Date of First Sale [2024-05-28](#)  First Sale Yet to Occur  
 Amendment

#### 8. Duration of Offering

Does the Issuer intend this offering to last more than one year?  Yes  No

**9. Type(s) of Securities Offered (select all that apply)**

- Equity
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- Other (describe)

**10. Business Combination Transaction**

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Yes  No

Clarification of Response (if Necessary):

**11. Minimum Investment**

Minimum investment accepted from any outside investor \$0 USD

**12. Sales Compensation**

Recipient: JEFFERIES LLC  
 (Associated) Broker or Dealer  None  
 None  
 Street Address 1: 520 MADISON AVENUE  
 City: NEW YORK  
 State(s) of Solicitation (select all that apply)  All States  Foreign/non-US  
 Check "All States" or check individual States

Recipient CRD Number  None  
 2347  
 (Associated) Broker or Dealer CRD Number  None  
 None  
 Street Address 2:  
 State/Province/Country: NEW YORK  
 ZIP/Postal Code: 10022

- CALIFORNIA
- CONNECTICUT
- MARYLAND
- MASSACHUSETTS
- MINNESOTA
- NEW YORK
- PENNSYLVANIA

**13. Offering and Sales Amounts**

Total Offering Amount \$555,499,983 USD or  Indefinite  
 Total Amount Sold \$555,499,983 USD  
 Total Remaining to be Sold \$0 USD or  Indefinite

Clarification of Response (if Necessary):

**14. Investors**

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.  
 Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

**15. Sales Commissions & Finder's Fees Expenses**

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$10,110,000 USD  Estimate  
 Finders' Fees \$0 USD  Estimate

Clarification of Response (if Necessary):

**16. Use of Proceeds**

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check

the box next to the amount.

\$0 USD  Estimate

Clarification of Response (if Necessary):

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### Signature and Submission

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**Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.**

### Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
BICYCLE THERAPEUTICS PLC	/s/ ALETHIA YOUNG	ALETHIA YOUNG	CHIEF FINANCIAL OFFICER	2024-06-11

*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.*

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

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