

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

**Bicycle Therapeutics Limited\*\***

(Exact name of registrant as specified in its charter)

**England and Wales**  
(State of incorporation  
or organization)

**Not Applicable**  
(I.R.S. Employer  
Identification No.)

**B900, Babraham Research Campus  
Cambridge CB22 3AT  
United Kingdom**  
(Address of principal executive offices)

**Not Applicable**  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered

Name of exchange on which  
each class is to be registered

**American Depositary Shares, each representing one ordinary share,  
nominal value £0.01 per share  
Ordinary shares, nominal value £0.01 per share\***

**The Nasdaq Stock Market LLC  
  
The Nasdaq Stock Market LLC\***

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c) or (e), check the following box.  x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d) or (e), check the following box.  o

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.  o

Securities Act registration statement file or Regulation A offering statement number to which this form relates (if inapplicable):  
**333-231076**

Securities to be registered pursuant to Section 12(g) of the Act:

**None**

\* Not for trading, but only in connection with the listing of the American Depositary Shares on The Nasdaq Stock Market LLC. The American Depositary Shares represent the right to receive ordinary shares and are being registered under the Securities Act of 1933, as amended, pursuant to a separate Registration Statement on Form F-6. Accordingly, the American Depositary Shares are exempt from the operation of Section 12(a) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 12a-8

\*\*We intend to alter the legal status of our company under English law from a private limited company by re-registering as a public limited company and changing our name from Bicycle Therapeutics Limited to Bicycle Therapeutics plc prior to the completion of our initial public offering.

## INFORMATION REQUIRED IN REGISTRATION STATEMENT

### Item 1. Description of Registrant's Securities to be Registered.

Bicycle Therapeutics plc (the "Company") hereby incorporates by reference (a) [the description of its ordinary shares, nominal value £0.01 per share, contained under the heading "Description of Share Capital and Articles of Association,"](#) (b) [the description of its American Depositary Shares, each representing one ordinary share, nominal value £0.01 per share, contained under the heading "Description of American Depositary Shares"](#) and (c) [the information set forth under the heading "Material Income Tax Considerations,"](#) in each case, in the Company's Registration Statement on Form S-1 (333-231076), as originally filed with the Securities and Exchange Commission on April 26, 2019, as amended from time to time (the "Registration Statement"). In addition, all of the above-referenced descriptions included in any prospectus forming a part of the Registration Statement subsequently filed with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, shall be deemed to be incorporated by reference herein.

### Item 2. Exhibits.

Under the "Instructions as to Exhibits" with respect to Form 8-A, no exhibits are required to be filed with this registration statement because no other securities of the Registrant are registered on The Nasdaq Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**BICYCLE THERAPEUTICS PLC**

Date: May 20, 2019

By: /s/ Kevin Lee  
Kevin Lee, Ph.D., MBA  
*Chief Executive Officer*