

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>Dukes Iain D.</u>  (Last) (First) (Middle) <u>C/O IOVANCE BIOTHERAPEUTICS, INC.</u> <u>825 INDUSTRIAL ROAD, SUITE 400</u>  (Street) <u>SAN CARLOS CA 94070</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>IOVANCE BIOTHERAPEUTICS, INC. [ IOVA ]</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>06/11/2024</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			

**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					
Deferred Restricted Stock Unit	(I)	06/11/2024		A		98,607		(2)	(2)	Common Stock	\$0	98,607	D	

**Explanation of Responses:**

- Each deferred restricted stock unit ("DRSU") represents a contingent right to receive one share of the Issuer's common stock and are granted pursuant to the Issuer's 2018 Equity Incentive Plan (as amended).
- Provided the Reporting Person continues to be providing service to the Issuer on the following dates, the DRSUs shall vest on the earlier of: (i) the first anniversary of the Transaction Date; or (2) the day prior to the Issuer's next annual shareholder meeting. Notwithstanding the vesting, the issuance of the common stock will be deferred until the earlier of (i) three months after the Reported Person's resignation or removal from the Board of Directors or no longer providing service because of death or disability, (ii) a change in control (as defined in the DRSU agreement) or (iii) ten years from the Transaction Date.

/s/ Iain Dukes

06/13/2024

\*\* 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.**