

| 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*<br><b>Berman David M</b>                                      |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>Immunocore Holdings plc [ IMCR ]</b>  |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br><b>HEAD OF R&amp;D</b> |  |  |
| (Last) (First) (Middle)<br><b>C/O IMMUNOCORE HOLDINGS PLC<br/>92 PARK DRIVE, MILTON PARK, ABINGDON</b> |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>02/26/2024</b>   |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                          |  |  |
| (Street)<br><b>OXFORDSHIRE XO OX14 4RY</b>   |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)  |  |  |   |  |  |
| (City) (State) (Zip)   |  |  | Rule 10b5-1(c) Transaction Indication<br><input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. |  |  |   |  |  |

**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                 | 02/26/2024                           |  | M <sup>(1)</sup>               |   | 28,553  | A          | \$17.46                | 28,553  | D  |   |
| Ordinary Shares                 | 02/26/2024                           |  | S <sup>(1)</sup>               |   | 26,516  | D          | \$70.6 <sup>(2)</sup>  | 2,037   | D  |   |
| Ordinary Shares                 | 02/26/2024                           |  | S <sup>(1)</sup>               |   | 2,037   | D          | \$71.31 <sup>(3)</sup> | 0   | D  |   |
| Ordinary Shares                 | 02/27/2024                           |  | M <sup>(1)</sup>               |   | 54,938  | A          | \$17.46                | 54,938  | D  |   |
| Ordinary Shares                 | 02/27/2024                           |  | S <sup>(1)</sup>               |   | 4,448   | D          | \$69.45 <sup>(4)</sup> | 50,490  | D  |   |
| Ordinary Shares                 | 02/27/2024                           |  | S <sup>(1)</sup>               |   | 21,152  | D          | \$70.42 <sup>(5)</sup> | 29,338  | D  |   |
| Ordinary Shares                 | 02/27/2024                           |  | S <sup>(1)</sup>               |   | 25,944  | D          | \$71.32 <sup>(6)</sup> | 3,394   | D  |   |
| Ordinary Shares                 | 02/27/2024                           |  | S <sup>(1)</sup>               |   | 3,394   | D          | \$71.97 <sup>(7)</sup> | 0   | D  |   |

**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 |  | Date Exercisable   | Expiration Date |   |  |  |   |  | Amount or Number of Shares |
| Employee Share Option (Right to Buy)       | \$17.46  | 02/26/2024                           |  | M <sup>(1)</sup>               |   | 28,553   | (8)  | 09/12/2028      | Ordinary Shares   | 28,553                                     | \$0  | 363,237   | D  |                            |
| Employee Share Option (Right to Buy)       | \$17.46  | 02/27/2024                           |  | M <sup>(1)</sup>               |   | 54,938   | (8)  | 09/12/2028      | Ordinary Shares   | 54,938                                     | \$0  | 308,299   | D  |                            |

**Explanation of Responses:**

- This transaction was made pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 6, 2023.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$70.09 to \$71.088 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$71.09 to \$71.685 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$68.835 to \$69.83 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$69.835 to \$70.8248 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$70.84 to \$71.8307 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$71.85 to \$72.28 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

8. Immediately exercisable.

/s/ Lily Hepworth, Attorney-in-Fact 02/28/2024

\*\* 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.**