

bluebird bio, Inc.  
Form 4  
June 26, 2013

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
THIRD ROCK VENTURES LP

(Last) (First) (Middle)

29 NEWBURY STREET

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
bluebird bio, Inc. [BLUE]

3. Date of Earliest Transaction (Month/Day/Year)  
06/24/2013

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

**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 Ownership: Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/24/2013		C	(A) or (D) A	Amount 4,734,248 (1) Price \$ 0 4,734,248	D (2)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

Edgar Filing: bluebird bio, Inc. - Form 4

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 Underlying Securities (Instr. 3 and 4)
Series B Convertible Preferred Stock	(3)	06/24/2013		C	64,377,682	(3) (3)	Common Stock 3,394
Series C Convertible Preferred Stock	(3)	06/24/2013		C	14,379,294	(3) (3)	Common Stock 758,
Series D Convertible Preferred Stock	(3)	06/24/2013		C	11,037,527	(3) (3)	Common Stock 581,

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THIRD ROCK VENTURES LP 29 NEWBURY STREET BOSTON, MA 02116		X		
TRV GP, LLC 29 NEWBURY STREET BOSTON, MA 02116		X		
Third Rock Ventures GP, L.P. 29 NEWBURY STREET BOSTON, MA 02116		X		

## Signatures

By: Third Rock Ventures GP, L.P., its general partner By: TRV GP, LLC, its general partner  
 By: /s/ Kevin Gillis Kevin Gillis, Manager 06/26/2013  
 Signature of Reporting Person Date

/s/ Kevin Gillis, Manager 06/24/2013  
 Signature of Reporting Person Date

By: TRV GP, LLC, its general partner By: /s/ Kevin Gillis, Manager 06/24/2013  
 Signature of Reporting Person Date

## Explanation of Responses:

\* 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).

Represents the total number of shares received upon conversion of shares of the Issuer's Series B Convertible Preferred Stock (the "Series B Shares"), Series C Convertible Preferred Stock (the "Series C Shares") and Series D Convertible Preferred Stock (the "Series D Shares" and together with the Series B Shares and the Series C Shares, collectively, the "Preferred Shares").

(1) The general partner of Third Rock Ventures, L.P. is Third Rock Ventures GP, LP ("TRV GP"). The general partner of TRV GP is TRV GP, LLC. TRV GP and TRV GP, LLC disclaim beneficial ownership of such shares, except to the extent of any pecuniary interest therein.

(2) Effective upon the closing of the Issuer's initial public offering of its Common Stock, each Preferred Share automatically converted at a ratio of 18.967-to-one into the number of shares of Common Stock shown in column 7. The Preferred Shares had no expiration date.

(3) Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.