

bluebird bio, Inc.
Form 3
June 18, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â TEPPER ROBERT I

(Last) (First) (Middle)

C/O THIRD ROCK
VENTURES, L.P., Â 29
NEWBURY STREET

(Street)

BOSTON, Â MA Â 02116

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

06/18/2013

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

Date Exercisable

Expiration Date

Title

Amount or Number of

				Shares		or Indirect (I) (Instr. 5)	
Series B Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	3,394,194	\$ (1)	I	See footnote (2)
Series C Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	758,121	\$ (3)	I	See footnote (2)
Series D Convertible Preferred Stock	Â (4)	Â (4)	Common Stock	581,933	\$ (4)	I	See footnote (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TEPPER ROBERT I C/O THIRD ROCK VENTURES, L.P. 29 NEWBURY STREET BOSTON, MA 02116	Â X	Â	Â	Â

Signatures

/s/ Linda Bain,
Attorney-in-Fact

06/18/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The Series B Convertible Preferred Stock is convertible into Common Stock on an 18.967-for-one basis into the number of shares of
(1) Common Stock as shown in column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.

The securities are directly held by Third Rock Ventures, L.P. ("TRV LP"). The general partner of TRV LP is Third Rock Ventures GP, LP ("TRV GP"). The general partner of TRV GP is Third Rock Ventures GP, LLC ("TRV LLC"). The Reporting Person is a manager of TRV LLC and disclaims beneficial ownership of all shares except to the extent of his pecuniary interest, if any, therein.

The Series C Convertible Preferred Stock is convertible into Common Stock on an 18.967-for-one basis into the number of shares of
(3) Common Stock as shown in column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.

The Series D Convertible Preferred Stock is convertible into Common Stock on an 18.967-for-one basis into the number of shares of
(4) Common Stock as shown in column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.

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.