

STARR KEVIN P
Form 4
November 16, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 II, L.P.

2. Issuer Name and Ticker or Trading Symbol
Global Blood Therapeutics, Inc.
[GBT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

C/O THIRD ROCK VENTURES,
LLC, 29 NEWBURY STREET, 3RD
FLOOR

11/14/2016

(Street)

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

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

BOSTON, MA 02116

(City) (State) (Zip)

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 |
| Common Stock | 11/14/2016 | | S | | 1,000,000 | D | \$ 19.36 |
| Common Stock | 11/14/2016 | | S | | 1,000,000 | D | \$ 19.36 |
| Common Stock | | | | | | | 108,957 ⁽³⁾ |
| Common Stock | | | | | | | 108,955 ⁽³⁾ |
| Common Stock | | | | | | | 108,956 ⁽³⁾ |
| | | | | | | | 9,475,191 D ⁽¹⁾ |
| | | | | | | | 1,285,713 D ⁽²⁾ |
| | | | | | | | D ⁽⁴⁾ |
| | | | | | | | D ⁽⁵⁾ |
| | | | | | | | D ⁽⁶⁾ |

Common
Stock

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

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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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Third Rock Ventures II, L.P. C/O THIRD ROCK VENTURES, LLC 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116 | | X | | |
| Third Rock Ventures GP II, L.P. 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116 | | X | | |
| TRV GP II, LLC 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116 | | X | | |
| Third Rock Ventures III, L.P. C/O THIRD ROCK VENTURES, LLC, 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116 | | X | | |
| Third Rock Ventures GP III, L.P. 29 NEWBURY STREET, 3RD FLOOR | | X | | |

BOSTON, MA 02116

TRV GP III, LLC
29 NEWBURY STREET, 3RD FLOOR X
BOSTON, MA 02116

LEVIN MARK J
29 NEWBURY STREET, 3RD FLOOR X
BOSTON, MA 02116

TEPPER ROBERT I
29 NEWBURY STREET, 3RD FLOOR X
BOSTON, MA 02116

STARR KEVIN P
29 NEWBURY STREET, 3RD FLOOR X
BOSTON, MA 02116

Signatures

/s/ Kevin Gillis, Chief Financial Officer of TRV GP II, LLC, general partner of Third Rock Ventures GP II, L.P., general partner of Third Rock Ventures II, L.P. 11/16/2016

__Signature of Reporting Person Date

/s/ Kevin Gillis, Chief Financial Officer of TRV GP II, LLC, general partner of Third Rock Ventures GP II, L.P. 11/16/2016

__Signature of Reporting Person Date

/s/ Kevin Gillis, Chief Financial Officer of TRV GP II, LLC 11/16/2016

__Signature of Reporting Person Date

/s/ Kevin Gillis, Chief Financial Officer of TRV GP III, LLC, general partner of Third Rock Ventures GP III, L.P., general partner of Third Rock Ventures III, L.P. 11/16/2016

__Signature of Reporting Person Date

/s/ Kevin Gillis, Chief Financial Officer of TRV GP III, LLC, general partner of Third Rock Ventures GP III, L.P. 11/16/2016

__Signature of Reporting Person Date

/s/ Kevin Gillis, Chief Financial Officer of TRV GP III, LLC 11/16/2016

__Signature of Reporting Person Date

/s/ Kevin Gillis by power of attorney for Mark Levin 11/16/2016

__Signature of Reporting Person Date

/s/ Kevin Gillis by power of attorney for Kevin Starr 11/16/2016

__Signature of Reporting Person Date

/s/ Kevin Gillis by power of attorney for Dr. Robert Tepper 11/16/2016

__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).

(1) These shares are directly held by Third Rock Ventures II, L.P. ("TRV II"). The general partner of TRV II is Third Rock Ventures GP II, L.P. ("TRV GP II"). The general partner of TRV GP II is TRV GP II, LLC ("TRV GP II LLC"). The individual managers of TRV GP II

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LLC are Mark Levin ("Levin"), Kevin Starr ("Starr") and Dr. Robert Tepper ("Tepper"). Each of TRV GP II, TRV GP II LLC, Levin, Starr and Tepper disclaims beneficial ownership of the shares except to the extent of its or his pecuniary interest therein, if any, and this report shall not be deemed an admission that it or he is the beneficial owner of such shares.

These shares are directly held by Third Rock Ventures III, L.P. ("TRV III"). The general partner of TRV III is Third Rock Ventures GP III, L.P. ("TRV GP III"). The general partner of TRV GP III is TRV GP III, LLC ("TRV GP III LLC"). The individual managers of TRV

- (2) GP III LLC are Levin, Starr and Tepper. Each of TRV GP III, TRV GP III LLC, Levin, Starr and Tepper disclaims beneficial ownership of the shares except to the extent of its or his pecuniary interest therein, if any, and this report shall not be deemed an admission that it or he is the beneficial owner of such shares.
- (3) Includes shares received by Levin, Starr and Tepper, as applicable, in a distributions-in-kind by TRV II on November 3, 2016, which distribution was made in accordance with the exemption afforded by Rule 16a-13 of the Securities Exchange Act of 1934, as amended.
- (4) These shares are directly held by Levin.
- (5) These shares are directly held by Starr.
- (6) These shares are directly held by Tepper.

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

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