

Global Blood Therapeutics, Inc.
Form 4
May 19, 2017

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 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)
05/17/2017

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

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

(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		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 (Instr. 4)
			Code	V	Amount	(A) or (D)			
Common Stock	04/11/2017		G	V	50,000 ⁽¹⁾	D	\$ 0 165,704	D ⁽¹⁾	
Common Stock	04/18/2017		G	V	1,708 ⁽¹⁾	D	\$ 0 163,996	D ⁽¹⁾	
Common Stock	05/17/2017		J ⁽¹⁾		1,000,000	D	<u>2</u> 3,475,191	D ⁽³⁾	
Common Stock							193,677 ⁽⁴⁾	D ⁽⁵⁾	
Common Stock							181,721 ⁽⁶⁾	D ⁽⁵⁾	

Common
Stock

Common
Stock

259,454 (7) D (5)

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

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SEC 1474
(9-02)

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. 5)
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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		
LEVIN MARK J 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116		X		

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.	05/17/2017
__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.	05/17/2017
__Signature of Reporting Person	Date
/s/ Kevin Gillis, Chief Financial Officer of TRV GP II, LLC	05/17/2017
__Signature of Reporting Person	Date
/s/ Kevin Gillis by power of attorney for Mark Levin	05/17/2017
__Signature of Reporting Person	Date
/s/ Kevin Gillis by power of attorney for Kevin Starr	05/17/2017
__Signature of Reporting Person	Date
/s/ Kevin Gillis by power of attorney for Dr. Robert Tepper	05/17/2017
__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) Reflects gifts by Mark Levin ("Levin"). The remaining shares are directly held by Levin.
Pursuant to a Rule 10b5-1 trading plan adopted by Third Rock Ventures II, L.P. ("TRV II"), Third Rock Ventures GP II, L.P. ("TRV GP II") and TRV GP II, LLC ("TRV GP II LLC"), TRV II distributed on May 17, 2017, for no consideration, 1,000,000 shares of Common Stock of the Issuer (the "Shares") to its limited partners and to TRV GP II, the general partner of TRV II, representing each such partner's pro rata interest in such Shares. On the same date, TRV GP II distributed, for no consideration, the Shares it received in the distribution by TRV II to its partners, representing each such partner's pro rata interest in such Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.
 - (2) These shares are directly held by TRV II. The general partner of TRV II is TRV GP II. The general partner of TRV GP II is TRV GP II LLC. The individual managers of TRV GP II LLC are 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.
 - (3) These shares are directly held by Levin. Includes shares received in the distributions described in footnote (2) above.
In addition to the reported shares, Third Rock Ventures III, L.P. ("TRV III") directly holds 285,713 shares of Common Stock of the Issuer. 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 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.
 - (4) These shares are directly held by Starr. Includes Shares received in the distributions described in footnote (2) above.
 - (5) These shares are directly held by Tepper. Includes Shares received in the distributions described in footnote (2) above.

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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