

bluebird bio, Inc.
Form 4
September 12, 2014

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
TEPPER ROBERT I

(Last) (First) (Middle)

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

(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)
09/11/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (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 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	09/11/2014		S		87,000	D \$ 36.52 <u>(1)</u>	2,329,974	I	See footnote <u>(2)</u>
Common Stock	09/11/2014		J ⁽³⁾		1,076,920	D \$ 0	1,253,054	I	See footnote <u>(2)</u>
Common Stock	09/11/2014		J ⁽⁴⁾		79,062	A \$ 0	79,062	I	See footnote <u>(5)</u>
Common	09/11/2014		J ⁽⁶⁾		79,062	D \$ 0	0	I	See

Stock								footnote (5)
Common Stock	09/11/2014	J ⁽⁷⁾	11,449	A	\$ 0	26,538	D	
Common Stock	09/12/2014	S	38,000	D	\$ (8)	36.59 1,215,054	I	See footnote (2)

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

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(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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
TEPPER ROBERT I C/O THIRD ROCK VENTURES, LLC 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116	X X

Signatures

/s/ Kevin Gillis by Power of Attorney for Robert I. Tepper,
MD

09/12/2014

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.00 to \$36.95, inclusive. The Reporting Person undertakes to provide to bluebird bio Inc., any security holder of bluebird bio Inc., or the staff of the Securities and Exchange Commission (the "SEC"), upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(2) The shares are directly held by Third Rock Ventures, L.P. ("TRV"). The general partner of TRV is Third Rock Ventures GP, L.P. ("TRV GP"). The general partner of TRV GP is TRV GP, LLC ("TRV GP LLC") and, as such, each of TRV GP and TRV GP LLC exercises shared voting and investment power over the shares held of record by TRV. As a manager of TRV GP LLC, the Reporting Person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein, if any.

(3) Distribution of shares in kind by TRV on a pro rata basis to its partners.

(4) TRV GP received shares distributed in kind by TRV on a pro rata basis to its partners.

(5) The shares are directly held by TRV GP. As such, TRV GP LLC and the Reporting Person, exercises voting and investment power over the shares held of record by TRV GP. The Reporting Person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein, if any.

(6) Distribution of shares in kind by TRV GP on a pro rata basis to its partners.

(7) The Reporting Person received shares distributed in kind by TRV GP on a pro rata basis to its partners.

(8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.25 to \$37.005, inclusive. Each Reporting Person undertakes to provide to bluebird bio Inc., any security holder of bluebird bio Inc., or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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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