

bluebird bio, Inc.
Form 4
June 26, 2013

FORM 4

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

OMB APPROVAL

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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 *
Polack Axel

(Last) (First) (Middle)

TVM V LIFE SCIENCE
VENTURES GMBH &
CO., MAXIMILIANSTRASSE 35,
ENTRANCE C

(Street)

MUNICH, 2M 80539

(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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 06/24/2013 | | C | (A) 2,254,357 (D) 0 | \$ 0 2,254,357 | I | See footnote (2) |

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

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SEC 1474 (9-02)

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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 Underlying (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|------------|--|-----------------|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Series A-1 Convertible Preferred Stock | (3) | 06/24/2013 | | C | | 6,169,117 | (3) | (3) | Common Stock |
| Series A-2 Convertible Preferred Stock | (3) | 06/24/2013 | | C | | 11,835,834 | (3) | (3) | Common Stock |
| Series B Convertible Preferred Stock | (3) | 06/24/2013 | | C | | 17,749,014 | (3) | (3) | Common Stock |
| Series C Convertible Preferred Stock | (3) | 06/24/2013 | | C | | 3,994,248 | (3) | (3) | Common Stock |
| Series D Convertible Preferred Stock | (3) | 06/24/2013 | | C | | 3,010,234 | (3) | (3) | Common Stock |
| Warrant to Purchase Series A-1 Stock (right to buy) | \$ 0.6619 | 06/24/2013 | | J ⁽⁴⁾ | | 660,982 | (5) | 11/16/2015 | Series A Convertible Preferred Stock |
| Warrant to Purchase Common Stock (right to buy) | \$ 12.55 | 06/24/2013 | | J ⁽⁴⁾ | 34,849 | | (5) | 11/16/2015 | Common Stock |
| Warrant to Purchase Series A-1 Stock (right to buy) | \$ 0.6619 | 06/24/2013 | | J ⁽⁴⁾ | | 440,650 | (5) | 10/26/2016 | Series A Convertible Preferred Stock |
| | \$ 12.55 | 06/24/2013 | | J ⁽⁴⁾ | 23,232 | | (5) | 10/26/2016 | |

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| | | | | | | | | | |
|---|-----------|------------|------------------|-----------|------------|------------|--|--|--------------------------------------|
| Warrant to Purchase Common Stock (right to buy) | | | | | | | | | Common Stock |
| Warrant to Purchase Series A-1 Stock (right to buy) | \$ 0.6619 | 06/24/2013 | J ⁽⁴⁾ | 1,038,674 | <u>(5)</u> | 05/03/2017 | | | Series A Convertible Preferred Stock |
| Warrant to Purchase Common Stock (right to buy) | \$ 12.55 | 06/24/2013 | J ⁽⁴⁾ | 54,760 | <u>(5)</u> | 05/03/2017 | | | Common Stock |
| Warrant to Purchase Series A-1 Stock (right to buy) | \$ 0.6619 | 06/24/2013 | J ⁽⁴⁾ | 236,062 | <u>(5)</u> | 08/28/2018 | | | Series A Convertible Preferred Stock |
| Warrant to Purchase Common Stock (right to buy) | \$ 12.55 | 06/24/2013 | J ⁽⁴⁾ | 12,445 | <u>(5)</u> | 08/28/2018 | | | Common Stock |
| Warrant to Purchase Series A-1 Stock (right to buy) | \$ 0.6619 | 06/24/2013 | J ⁽⁴⁾ | 236,062 | <u>(5)</u> | 12/18/2018 | | | Series A Convertible Preferred Stock |
| Warrant to Purchase Common Stock (right to buy) | \$ 12.55 | 06/24/2013 | J ⁽⁴⁾ | 12,445 | <u>(5)</u> | 12/18/2018 | | | Common Stock |
| Warrant to Purchase Series A-1 Stock (right to buy) | \$ 0.6619 | 06/24/2013 | J ⁽⁴⁾ | 462,681 | <u>(5)</u> | 04/15/2019 | | | Series A Convertible Preferred Stock |
| Warrant to Purchase Common Stock (right to buy) | \$ 12.55 | 06/24/2013 | J ⁽⁴⁾ | 24,393 | <u>(5)</u> | 04/15/2019 | | | Common Stock |
| | \$ 0.3262 | 06/24/2013 | J ⁽⁶⁾ | 287,400 | <u>(5)</u> | 04/15/2019 | | | |

Warrant to
Purchase
Series B
Stock (right
to buy)

Series I
Convertible
Preferred
Stock

Warrant to
Purchase
Common
Stock (right
to buy)

\$ 6.19 06/24/2013 J⁽⁶⁾ 15,152 ⁽⁵⁾ 04/15/2019

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Polack Axel TVM V LIFE SCIENCE VENTURES GMBH & CO. MAXIMILIANSTRASSE 35, ENTRANCE C MUNICH, 2M 80539 | X | | | |

Signatures

/s/ Linda C. Bain, 06/26/2013
Attorney-in-Fact

**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) Represents the total number of shares received upon conversion of shares of the Issuer's Series A-1 Convertible Preferred Stock (the "Series A-1 Shares"), Series A-2 Convertible Preferred Stock (the "Series A-2 Shares"), 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 A-1 Shares, the Series A-2 Shares, the Series B Shares and the Series C Shares, collectively, the "Preferred Shares").
- (2) The securities are held directly by TVM V Life Science Ventures GmbH & Co. KG. ("TVM V"). The Reporting Person is an authorized officer of TVM V's general partner, TVM Capital GmbH, and disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of his pecuniary interest therein.
- (3) 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.
- (4) Upon completion of the Issuer's initial public offering, the warrant to purchase shares of Series A-1 Preferred Stock automatically converted on an 18.967-for-one basis into a warrant to purchase shares of Common Stock. Disposition of the Warrant to Purchase Series A-1 Preferred Stock and acquisition of the Warrant to Purchase Common Stock is listed solely for the purpose of reporting such conversion of the shares underlying the security.
- (5) This warrant is immediately exercisable.
- (6) Upon completion of the Issuer's initial public offering, the warrant to purchase shares of Series B Preferred Stock automatically converted on an 18.967-for-one basis into a warrant to purchase shares of Common Stock. Disposition of the Warrant to Purchase Series B Preferred Stock and acquisition of the Warrant to Purchase Common Stock is listed solely for the purpose of reporting such conversion of the shares underlying the security.

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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