bluebird bio, Inc. Form 4 September 12, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average burden hours per response... 0.5

OMB APPROVAL

3235-0287

OMB

Number:

subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1. Name and THIRD RO	_	2. Issuer Name and Ticker or Trading Symbol bluebird bio, Inc. [BLUE]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)			Fransaction		(Check	all applicable)
29 NEWB	URY STREET,	3RD	(Month/) 09/11/2	Day/Year) 2014		be	Director Officer (give titelow)	X 10% tile Other below)	
	(Street)		4. If Am	endment, I	Date Original	6.	Individual or Joir	nt/Group Filin	g(Check
BOSTON,	MA 02116		Filed(Mo	onth/Day/Ye	ar)	_2	pplicable Line) Form filed by One X_ Form filed by Mo erson	1 0	
(City)	(State)	(Zip)	Tak	ole I - Non-	Derivative Securities A	Acquir	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		Date, if	3. Transaction Code (Instr. 8)	4. Securities Acquired oner Disposed of (D) (Instr. 3, 4 and 5)	(A)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D)	7. Nature Indirect Beneficia Ownershi

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities on Disposed (Instr. 3, 4 an	of (D)	Price	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	09/11/2014		S	87,000	D	\$ 36.52 (1)	2,329,974	D (2)	
Common Stock	09/11/2014		J <u>(3)</u>	1,076,920	D	\$ 0	1,253,054	D (2)	
Common Stock	09/11/2014		J <u>(4)</u>	79,062	A	\$ 0	79,062	D (5)	
Common Stock	09/11/2014		J <u>(6)</u>	79,062	D	\$ 0	0	D (5)	
Common Stock	09/12/2014		S	38,000	D	\$ 36.59	1,215,054	D (2)	

(7)

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price o Derivativ Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships					
Trepozonia o mare i mine i zimeno	Director	10% Owner	Officer	Other		
THIRD ROCK VENTURES LP 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116		X				
Third Rock Ventures GP, L.P. 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116		X				
TRV GP, LLC 29 NEWBURY STREET, 3RD FLOOR BOSTON MA 02116		X				

Signatures

/s/ Kevin Gillis, Chief Financial Officer of TRV GP, LLC, general partner of Third Rock Ventures GP, L.P., general partner of Third Rock Ventures, L.P.	09/12/2014
**Signature of Reporting Person	Date
/s/ Kevin Gillis, Chief Financial Officer of TRV GP, LLC, general partner of Third Rock Ventures GP, L.P.	09/12/2014

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**Signature of Reporting Person

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Date 09/12/2014

**Signature of Reporting Person

Date

Explanation of Responses:

/s/ Kevin Gillis, Chief Financial Officer of TRV GP, LLC

- * 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).
- 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. Each 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.
- 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. Each of the Reporting Persons disclaims beneficial ownership of the shares except to the extent of their 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.
- The shares are directly held by TRV GP. As such, TRV GP LLC exercises voting and investment power over the shares held of record by TRV GP. Each of the filing persons disclaims beneficial ownership of the shares except to the extent of their pecuniary interest therein, if any.
- (6) Distribution of shares in kind by TRV GP on a pro rata basis to its partners.
- 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. 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.

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