

Spark Therapeutics, Inc.
Form SC 13D/A
January 07, 2016

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

**SCHEDULE 13D
(Rule 13d-101)**

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Spark Therapeutics, Inc.

(Name of Issuer)

Common Stock. \$0.001 par value

(Title of Class of Securities)

84652J 103

(CUSIP Number)

Steven L. Biener

Deputy General Counsel

The Children's Hospital of Philadelphia Foundation

**34th Street & Civic Center Boulevard, Philadelphia, PA 19104
(267-426-6914)**

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 28, 2015

(Date of Event Which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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- 1 Names of Reporting Persons.
 IRS. Identification Nos. of Above Persons (Entities Only).
 The Children's Hospital of Philadelphia Foundation
 EIN 23-2237932
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
 (a)
 (b)
- 3 SEC Use Only
- 4 Source of Funds (See Instructions)
 OO
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
 Pennsylvania
- | | | |
|---|----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7 | Sole Voting Power
7,832,910 shares |
| | 8 | Shared Voting Power
0 shares |
| | 9 | Sole Dispositive Power
7,832,910 shares |
| | 10 | Shared Dispositive Power
0 shares |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
 7,832,910 shares
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)
 28.9%
- 14 Type of Reporting Person (See Instructions)
 CO

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Schedule 13D

This Amendment No. 2 to Schedule 13D (this Amendment) amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the SEC) on February 5, 2015, and Amendment No. 1 thereto, filed with the SEC on December 22, 2015 (collectively, the Schedule 13D) by, among others, The Children's Hospital of Philadelphia Foundation (the Foundation).

Items 3 and 5 of the Schedule 13D are hereby amended to the extent hereinafter expressly set forth. All capitalized terms used and not expressly defined in this Amendment have the respective meanings ascribed to them in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration.

The Foundation beneficially owns a total of 7,832,910 shares of the Issuer's Common Stock (the Foundation Shares), representing 28.9% of the Issuer's outstanding Common Stock.

Item 5. Interest in Securities of the Issuer.

(a) The Foundation is the beneficial owner of 7,832,910 shares of Common Stock, consisting of 7,768,707 shares of common stock, 37,203 shares of Common Stock purchasable upon the exercise of a stock option held by Steven Altschuler, MD, the former CEO of the Foundation and the current Chairman of the Issuer's Board of Directors, who holds the stock option for the benefit of Foundation, and 27,000 shares of Common Stock purchasable upon the exercise of a stock option held by A. Lorris Betz, M.D., Ph.D., who serves on the Foundation's and the Issuer's Board of Directors and holds the stock option for the benefit of the Foundation. The Foundation's board of trustees, or a committee designated by the board of trustees, has voting and investment power of their shares. No member of the board of trustees or investment committee may act individually to vote or sell shares of Common Stock held by the Foundation; therefore, no individual board or committee member is deemed to beneficially own, within the meaning of Rule 13d-3, any shares of Common Stock held by the Foundation solely by virtue of the fact that he or she is a member of the board or the investment committee.

(c) The transactions effected by the Foundation in the Common Stock during the past 60 days are included below. The shares indicated as having been sold were sold by the Foundation in a registered underwritten public offering:

Name of Reporting Person	Trade Date	Purchased / (Sold)	Average Price per share
The Children's Hospital of Philadelphia Foundation	December 21, 2015	(1,000,000)	\$ 44.18
The Children's Hospital of Philadelphia Foundation	December 28, 2015	(131,505)	\$ 44.18

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The percentage of outstanding Common Stock of the Issuer which has been reported as being beneficially owned by each Reporting Person on Line 13 of such Reporting Person's cover sheet was calculated based on the 27,063,956 shares of Common Stock reported to be outstanding.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 7, 2015

THE CHILDREN S HOSPITAL OF PHILADELPHIA FOUNDATION

By: /s/ Jeffrey Kahn
Jeffrey Kahn
Executive Vice President and General Counsel