

Spark Therapeutics, Inc.
 Form 3
 January 29, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Mehra Anand		(Month/Day/Year)	Spark Therapeutics, Inc. [ONCE]	
(Last)	(First)	(Middle)	01/29/2015	
C/O SOFINNOVA VENTURES,Â 3000 SAND HILL ROAD, 4-250			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
MENLO PARK,Â CAÂ 94025			<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below) (specify below)	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (1)	08/11/2024	Common Stock	37,203	\$ 3.45	D (2)	Â
Series B Convertible Preferred Stock	Â (3)(4)	Â (3)(4)	Common Stock	1,863,354	\$ (3) (4)	I	See footnote (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mehra Anand C/O SOFINNOVA VENTURES 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025	Â X	Â X	Â	Â
Sofinnova Venture Partners VIII, L.P. 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025	Â	Â X	Â	Â
Sofinnova Management VIII, L.L.C. 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025	Â	Â X	Â	Â
AKKARAJU SRINIVAS 18 DESBROSSES STREET NEW YORK, NY 10013	Â	Â X	Â	Â
HEALY JAMES 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025	Â	Â X	Â	Â
POWELL MICHAEL 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025	Â	Â X	Â	Â

Signatures

/s/ Nathalie Auber, attorney-in-fact for Anand Mehra	01/29/2015
**Signature of Reporting Person	Date
/s/ Nathalie Auber, attorney-in-fact for Sofinnova Venture Partners VIII, L.P.	01/29/2015
**Signature of Reporting Person	Date
/s/ Nathalie Auber, attorney-in-fact for Sofinnova Management VIII, L.L.C.	01/29/2015
**Signature of Reporting Person	Date
/s/ Nathalie Auber, attorney-in-fact for Srinivas Akkaraju	01/29/2015
**Signature of Reporting Person	Date

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/s/ Nathalie Auber, attorney-in-fact for James I. Healy 01/29/2015
**Signature of Reporting Person Date

/s/ Nathalie Auber, attorney-in-fact for Michael F. Powell 01/29/2015
**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) This option was granted on August 11, 2014 and vests over four years, with 25% of the shares underlying the option vesting on May 24, 2015, and the remainder vesting quarterly thereafter.
- (2) The securities are owned directly by Mr. Mehra.
Consists of shares of Series B Convertible Preferred Stock issued on May 23, 2014, that are currently convertible into 1,863,354 shares of Common Stock. Shares of Series B Convertible Preferred Stock accrue stock dividends payable in additional shares of Series B Convertible Preferred Stock at a rate of 8% per annum from November 23, 2014. Shares of Series B Convertible Preferred Stock,
- (3) including shares of Series B Convertible Preferred Stock issued as accrued stock dividends, are immediately convertible into shares of Common Stock upon issuance, will be automatically converted into shares of Common Stock immediately upon the closing of the issuer's initial public offering pursuant to a registration statement on Form S-1 under the Securities Act of 1933, as amended, and have no expiration date.
The aggregate amount of stock dividends that will have accrued through February 4, 2015, the expected closing date of the initial public
- (4) offering, is 30,222 shares of Common Stock. The above Common Stock share equivalent numbers are rounded down to the nearest whole share number.
The securities are owned directly by Sofinnova Venture Partners VIII, L.P. ("SVP VIII"). Sofinnova Management VIII, L.L.C. ("SM VIII"), the general partner of SVP VIII, and Anand Mehra, a director of the Issuer, James I. Healy, Srinivas Akkaraju, and Michael
- (5) Powell, the managing members of SM VIII, may be deemed to have shared voting and dispositive power over the shares owned by SVP VIII. Such persons and entities disclaim beneficial ownership over the shares owned by SVP VIII except to the extent of any pecuniary interest therein.

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.