

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	
Children's Hospital of Philadelphia Foundation		(Month/Day/Year)	Spark Therapeutics, Inc. [ONCE]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
3737 MARKET STREET, SUITE 1300			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
PHILADELPHIA, PA 19104			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below) (specify below)	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input 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)
Common Stock	4,943,629	D	

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

SEC 1473 (7-02)

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**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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A Preferred Stock	Â (1)	Â (1)	Common Stock	1,000,000	\$ (1)	D	Â
Series B Preferred Stock	Â (2)	Â (2)	Common Stock	2,795,031	\$ (2)	D	Â
Accrued Preferred Stock Dividends	Â (3)	Â (3)	Common Stock	61,552	\$ (3)	D	Â
Stock Option (right to buy)	Â (4)	08/11/2024	Common Stock	37,203	\$ 3.45	I	By Affiliate

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Children's Hospital of Philadelphia Foundation  
3737 MARKET STREET  
SUITE 1300  
PHILADELPHIA, PA 19104

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## Signatures

Steven M. Altschuler, MD, Chief Executive Officer

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) The Series A Preferred Stock will automatically convert into Common Stock without payment of further consideration upon the closing of the Issuer's initial public offering and has no expiration date.

(2) The Series B Preferred Stock will automatically convert into Common Stock without payment of further consideration upon the closing of the Issuer's initial public offering and has no expiration date.

(3) The Series A Preferred Stock and Series B Preferred Stock accrue stock dividends payable in additional shares of Series A Preferred Stock or Series B Preferred Stock (respectively) at a rate of 8% per annum. Shares of Series A Preferred Stock and Series B 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, 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 offering, is 61,552 shares of Common Stock.

(4) This option was granted on August 11, 2014 to Steven M. Altschuler, MD, the Chief Executive Officer of the Reporting Person and the Chairman of the Board of Directors of the Issuer. The option vests over four years, with 25% of the shares underlying the option vesting on May 24, 2015, and the remainder vesting quarterly thereafter. Dr. Altschuler holds this option for the benefit of the Reporting Person.

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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