

Spark Therapeutics, Inc.
Form 4
February 05, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Children's Hospital of Philadelphia Foundation

(Last) (First) (Middle)

3737 MARKET STREET, SUITE 1300

(Street)

PHILADELPHIA, PA 19104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Spark Therapeutics, Inc. [ONCE]

3. Date of Earliest Transaction (Month/Day/Year)
02/04/2015

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/04/2015		C		1,000,000	A	① 5,943,629
Common Stock	02/04/2015		C		2,795,031	A	② 8,738,660
Common Stock	02/04/2015		C		61,552	A	③ 8,800,212
Common Stock	02/04/2015		P		100,000	A	\$ 23 8,900,212

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

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(9-02)

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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Series A Preferred Stock	(1)	02/04/2015		C	1,000,000	(1) (1)	Common Stock 1,000,000
Series B Preferred Stock	(2)	02/04/2015		C	2,795,031	(2) (2)	Common Stock 2,795,031
Accrued Preferred Stock Dividends	(3)	02/04/2015		C	61,552	(3) (3)	Common Stock 61,552

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

X

Signatures

Jeffrey D. Kahn, Attorney-In-Fact for The Children's Hospital of Philadelphia Foundation

02/04/2015

**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) Shares of Series A Preferred Stock automatically converted into shares of the Common Stock on a one-for-one basis without payment of further consideration upon the closing of the Issuer's initial public offering on February 4, 2015.

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- (2) Shares of Series B Preferred Stock automatically converted into shares of the Common Stock on a one-for-one basis without payment of further consideration upon the closing of the Issuer's initial public offering on February 4, 2015.

- Paid-in-kind dividends declared and paid on the Series A Preferred Stock and Series B Preferred Stock automatically converted into
- (3) shares of Common Stock on a one-for-one basis without payment of further consideration upon the closing of the issuer's initial public offering on February 4, 2015.

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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