

Spark Therapeutics, Inc.
Form SC 13D/A
March 07, 2019
CUSIP No. 84652J 103

13D

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

Under the Securities Exchange Act of 1934

(Amendment No. 7)*

Spark Therapeutics, Inc.

(Name of Issuer)

Common Stock. \$0.001 par value

(Title of Class of Securities)

84652J 103

(CUSIP Number)

Jeffrey Kahn

Executive Vice President and General Counsel

The Children's Hospital of Philadelphia Foundation
3401 Civic Center Boulevard, Philadelphia, PA 19104

(267-426-6148)

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

February 27, 2019

(Date of Event which Requires Filing of this Statement)

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).

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 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 1,954,957 shares

8 SHARED VOTING POWER

OWNED BY EACH

REPORTING 37,203 shares

PERSON 9 SOLE DISPOSITIVE POWER

WITH

1,954,957 shares

10 SHARED DISPOSITIVE POWER

37,203 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,992,160 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)

5.2%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

Schedule 13D

This Amendment No. 7 to Schedule 13D (this Amendment) amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the SEC) on February 5, 2015, Amendment No. 1 thereto, filed with the SEC on December 22, 2015, Amendment No. 2 thereto, filed with the SEC on January 7, 2016, Amendment 3 thereto, filed with the SEC on July 5, 2016, Amendment 4 thereto, filed with the SEC on August 31, 2016, Amendment 5 thereto, filed with the SEC on June 1, 2017, and Amendment 6 thereto, filed with the SEC on March 9, 2018 (collectively the Schedule 13D) by, among others, The Children's Hospital of Philadelphia Foundation (the Foundation).

Items 3, 4, 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.

As of the date of this Amendment, the Foundation beneficially owns a total of 1,992,160 shares of the Issuer's Common Stock, representing 5.2% of the Issuer's outstanding Common Stock.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended and supplemented as follows:

The Foundation sold 2,000,000 shares of the Issuer's Common Stock to a market maker in accordance with Rule 144 under the Securities Act of 1933, as amended, on February 27, 2019.

Item 5. Interest in Securities of the Issuer.

(a) As of the date of this Amendment, the Foundation is the beneficial owner of 1,992,160 shares of Common Stock, consisting of 1,954,957 shares of common stock, 37,203 shares of Common Stock purchasable upon the exercise of a stock option held by Steven Altschuler, M.D., the former Chief Executive Officer of the Foundation and the current Chairman of the Issuer's Board of Directors. Dr. Altschuler holds these stock options 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 over the shares of Common Stock held by the Foundation, and makes decisions by majority vote. 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, nor does any such member have a veto right concerning the vote or sale of any such common stock. Accordingly, 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 pursuant to Rule 144:

Name of Reporting Person	Trade Date	Purchased / (Sold)	Average Price per share
The Children's Hospital of Philadelphia Foundation	February 27, 2019	(2,000,000)	\$ 113.00

The percentage of outstanding Common Stock of the Issuer which has been reported as being beneficially owned by the Foundation on Line 13 of the cover sheet was calculated based on the 37,961,302 shares of Common Stock reported to be outstanding as of February 15, 2019 on the Issuer's Annual Report on Form 10-K filed with the SEC on February 28, 2019.

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: March 7, 2019

THE CHILDREN S HOSPITAL OF PHILADELPHIA FOUNDATION

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