

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	
SIGNAL ELLIOT		(Month/Day/Year)	Spark Therapeutics, Inc. [ONCE]	
(Last)	(First)	(Middle)	01/29/2015	
C/O SPARK THERAPEUTICS, INC., 3737 MARKET STREET, SUITE 1300			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
PHILADELPHIA, PA 19104			<input checked="" type="checkbox"/> Director	<input 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 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	6,214 ⁽¹⁾	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)	
Stock Option (right to buy)	Â <u>(2)</u>	06/10/2024	Common Stock	25,786	\$ 3.45	D	Â
Stock Option (right to buy)	Â <u>(3)</u>	08/11/2024	Common Stock	17,203	\$ 3.45	D	Â
Series B Preferred Stock	Â <u>(5)(6)</u>	Â <u>(5)(6)</u>	Common Stock	31,056	\$ <u>(5) (6)</u>	I	See footnote <u>(4)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIGAL ELLIOT C/O SPARK THERAPEUTICS, INC. 3737 MARKET STREET, SUITE 1300 PHILADELPHIA, PA 19104	Â X	Â	Â	Â

Signatures

/s/ Joseph La Barge, as Attorney in Fact for Elliott Sigal

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) These restricted shares were granted on February 25, 2014 and vest over four years, with 25% of the shares vesting on February 5, 2015, and the remainder vesting quarterly thereafter.

(2) This option was granted on June 10, 2014 and vests over four years, with 25% of the shares underlying the option vesting on February 5, 2015, and the remainder vesting quarterly thereafter.

(3) 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.

(4) These shares are held by Sigal Family Investments LLC. Elliott Sigal, a member of the issuer's board of directors, is a manager of Sigal Family Investments LLC and may be deemed to have voting and investment power over the shares held by Sigal Family Investments LLC. Dr. Sigal disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.

(5) Consists of shares of Series B Preferred Stock issued on May 23, 2014, that are currently convertible into 31,056 shares of Common Stock. Shares of Series B Preferred Stock accrue stock dividends payable in additional shares of Series B Preferred Stock at a rate of 8% per annum from November 23, 2014. Shares of Series B Preferred Stock, including shares of 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 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 offering, is 503 shares of Common Stock. (Continued in Footnote 6.)

(6) The above Common Stock share equivalent numbers are rounded down to the nearest whole share number.

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Remarks:

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Exhibit Index:

24.1 Power of Attorney

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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