

bluebird bio, Inc.
Form 3
June 18, 2013

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 | |
| THIRD ROCK VENTURES LP | | | (Month/Day/Year) | bluebird bio, Inc. [BLUE] | |
| (Last) | (First) | (Middle) | 06/18/2013 | | |
| 29 NEWBURY STREET | | | 4. Relationship of Reporting Person(s) to Issuer | | |
| (Street) | | | (Check all applicable) | | |
| BOSTON, MA 02116 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | | |
| | | | 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) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|

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 Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

(Instr. 5)

| | | | | | | | |
|--------------------------------------|--------------|--------------|--------------|-----------|---------------|--------------|---|
| Series B Convertible Preferred Stock | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 3,394,194 | \$ <u>(1)</u> | D <u>(2)</u> | Â |
| Series C Convertible Preferred Stock | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock | 758,121 | \$ <u>(3)</u> | D <u>(2)</u> | Â |
| Series D Convertible Preferred Stock | Â <u>(4)</u> | Â <u>(4)</u> | Common Stock | 581,933 | \$ <u>(4)</u> | D <u>(2)</u> | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| THIRD ROCK VENTURES LP 29 NEWBURY STREET BOSTON, MA 02116 | Â | Â X | Â | Â |
| Third Rock Ventures GP, L.P. 29 NEWBURY STREET BOSTON, MA 02116 | Â | Â X | Â | Â |
| TRV GP, LLC 29 NEWBURY STREET BOSTON, MA 02116 | Â | Â X | Â | Â |

Signatures

By: Third Rock Ventures GP, L.P., its general partner By: TRV GP, LLC, its general partner
By: /s/ Kevin Gillis Kevin Gillis, Manager 06/18/2013
 **Signature of Reporting Person Date

By: TRV GP, LLC, its general partner By: /s/ Kevin Gillis, Manager 06/18/2013
 **Signature of Reporting Person Date

By: /s/ Kevin Gillis, Manager 06/18/2013
 **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).
- The Series B Convertible Preferred Stock is convertible into Common Stock on an 18.967-for-one basis into the number of shares of
- (1) Common Stock as shown in column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.
- The general partner of Third Rock Ventures, L.P. is Third Rock Ventures GP, LP ("TRV GP"). The general partner of TRV GP is Third
- (2) Rock Ventures GP, LLC ("TRV GP, LLC"). TRV GP and TRV GP, LLC disclaim beneficial ownership of such shares, except to the extent of any pecuniary interest therein.
- The Series C Convertible Preferred Stock is convertible into Common Stock on an 18.967-for-one basis into the number of shares of
- (3) Common Stock as shown in column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.
- (4) The Series D Convertible Preferred Stock is convertible into Common Stock on an 18.967-for-one basis into the number of shares of Common Stock as shown in column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public

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offering, and has no expiration date.

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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