

bluebird bio, Inc.
Form 4
June 26, 2013

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 *
THIRD ROCK VENTURES LP

(Last) (First) (Middle)

29 NEWBURY STREET

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
bluebird bio, Inc. [BLUE]

3. Date of Earliest Transaction (Month/Day/Year)
06/24/2013

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
___ Form filed by One Reporting Person
X 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: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 06/24/2013 | | C | (A) or (D) A | Amount 4,734,248 (1) Price \$ 0 4,734,248 | D (2) | |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Number of Shares |
| Series B Convertible Preferred Stock | (3) | 06/24/2013 | | C | 64,377,682 | (3) | (3) | Common Stock | 3,394 |
| Series C Convertible Preferred Stock | (3) | 06/24/2013 | | C | 14,379,294 | (3) | (3) | Common Stock | 758,000 |
| Series D Convertible Preferred Stock | (3) | 06/24/2013 | | C | 11,037,527 | (3) | (3) | Common Stock | 581,000 |

Reporting Owners

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

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 06/26/2013
 Signature of Reporting Person Date

/s/ Kevin Gillis, Manager 06/24/2013
 Signature of Reporting Person Date

By: TRV GP, LLC, its general partner By: /s/ Kevin Gillis, Manager 06/24/2013
 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).

Represents the total number of shares received upon conversion of shares of the Issuer's Series B Convertible Preferred Stock (the "Series B Shares"), Series C Convertible Preferred Stock (the "Series C Shares") and Series D Convertible Preferred Stock (the "Series D Shares" and together with the Series B Shares and the Series C Shares, collectively, the "Preferred Shares").

(1) The general partner of Third Rock Ventures, L.P. is Third Rock Ventures GP, LP ("TRV GP"). The general partner of TRV GP is TRV GP, LLC. TRV GP and TRV GP, LLC disclaim beneficial ownership of such shares, except to the extent of any pecuniary interest therein.

(2) Effective upon the closing of the Issuer's initial public offering of its Common Stock, each Preferred Share automatically converted at a ratio of 18.967-to-one into the number of shares of Common Stock shown in column 7. The Preferred Shares had 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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