

bluebird bio, Inc.
Form 4
June 24, 2013

FORM 4

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

OMB APPROVAL

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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 *
TVM V LIFE SCIENCE
VENTURES GMBH & CO KG

(Last) (First) (Middle)

C/O TVM CAPITAL
GROUP, MAXIMILIANSTRASSE
35C

(Street)

MUNICH, 2M 80539

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 06/24/2013 | | C | (A) or (D) A | 2,254,357 (1) 2,254,357 | D (2) | |

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

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SEC 1474
(9-02)

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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|--|
| | | | | | | Date Exercisable | Expiration Date | Title |
| Series A-1 Convertible Preferred Stock | (3) | 06/24/2013 | | C | 6,169,117 | (3) | (3) | Common Stock |
| Series A-2 Convertible Preferred Stock | (3) | 06/24/2013 | | C | 11,835,834 | (3) | (3) | Common Stock |
| Series B Convertible Preferred Stock | (3) | 06/24/2013 | | C | 17,749,014 | (3) | (3) | Common Stock |
| Series C Convertible Preferred Stock | (3) | 06/24/2013 | | C | 3,994,248 | (3) | (3) | Common Stock |
| Series D Convertible Preferred Stock | (3) | 06/24/2013 | | C | 3,010,234 | (3) | (3) | Common Stock |
| Series A-1 Warrants | \$ 0.6619 | 06/24/2013 | | J ⁽⁵⁾ | 660,982 | (4) | 11/16/2015 | Series A Convertible Preferred Stock |
| Common Stock Warrants | \$ 12.55 | 06/24/2013 | | J ⁽⁵⁾ | 34,849 | (4) | 11/16/2015 | Common Stock |
| Series A-1 Warrants | \$ 0.6619 | 06/24/2013 | | J ⁽⁵⁾ | 440,650 | (4) | 10/26/2016 | Series A Convertible Preferred Stock |
| Common Stock Warrants | \$ 12.55 | 06/24/2013 | | J ⁽⁵⁾ | 23,232 | (4) | 10/26/2016 | Common Stock |
| Series A-1 Warrants | \$ 0.6619 | 06/24/2013 | | J ⁽⁵⁾ | 1,038,674 | (4) | 05/03/2017 | Series A Convertible Preferred Stock |

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| | | | | | | | |
|-----------------------|-----------|------------|------------------|---------|-----|------------|--------------------------------------|
| Common Stock Warrants | \$ 12.55 | 06/24/2013 | J ⁽⁵⁾ | 54,760 | (4) | 05/03/2017 | Common Stock |
| Series A-1 Warrants | \$ 0.6619 | 06/24/2013 | J ⁽⁵⁾ | 236,062 | (4) | 08/28/2018 | Series A Convertible Preferred Stock |
| Common Stock Warrants | \$ 12.55 | 06/24/2013 | J ⁽⁵⁾ | 12,445 | (4) | 08/28/2018 | Common Stock |
| Series A-1 Warrants | \$ 0.6619 | 06/24/2013 | J ⁽⁵⁾ | 236,062 | (4) | 12/18/2018 | Series A Convertible Preferred Stock |
| Common Stock Warrants | \$ 12.55 | 06/24/2013 | J ⁽⁵⁾ | 12,445 | (4) | 12/18/2018 | Common Stock |
| Series A-1 Warrants | \$ 0.6619 | 06/24/2013 | J ⁽⁵⁾ | 462,681 | (4) | 04/15/2019 | Series A Convertible Preferred Stock |
| Common Stock Warrants | \$ 12.55 | 06/24/2013 | J ⁽⁵⁾ | 24,393 | (4) | 04/15/2019 | Common Stock |
| Series B Warrants | \$ 0.3262 | 06/24/2013 | J ⁽⁶⁾ | 287,400 | (4) | 04/15/2019 | Series B Convertible Preferred Stock |
| Common Stock Warrants | \$ 6.19 | 06/24/2013 | J ⁽⁶⁾ | 15,152 | (4) | 04/15/2019 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TVM V LIFE SCIENCE VENTURES GMBH & CO KG C/O TVM CAPITAL GROUP MAXIMILIANSTRASSE 35C MUNICH, 2M 80539 | | X | | |
| TVM Capital GmbH C/O TVM CAPITAL GROUP MAXIMILIANSTRASSE 35C MUNICH, 2M 80539 | | X | | |

| | |
|--|---|
| Polack Axel C/O TVM CAPITAL GROUP MAXIMILIANSTRASSE 35C MUNICH, 2M 80539 | X |
| SCHUHSLER HELMUT C/O TVM CAPITAL GROUP MAXIMILIANSTRASSE 35C MUNICH, 2M 80539 | X |
| Goll Alexandra C/O TVM CAPITAL GROUP MAXIMILIANSTRASSE 35C MUNICH, 2M 80539 | X |
| Birner Hubert C/O TVM CAPITAL GROUP MAXIMILIANSTRASSE 35C MUNICH, 2M 80539 | X |
| Fischer Stefan C/O TVM CAPITAL GROUP MAXIMILIANSTRASSE 35C MUNICH, 2M 80539 | X |

Signatures

| | |
|---|------------|
| /s/ Stefan Fischer, Attorney-in-Fact for TVM V Life Science Ventures GmbH & Co. KG | 06/24/2013 |
| __Signature of Reporting Person | Date |
| /s/ Stefan Fischer, Attorney-in-Fact for TVM Capital GmbH | 06/24/2013 |
| __Signature of Reporting Person | Date |
| /s/ Stefan Fischer, Attorney-in-Fact for Axel Polack | 06/24/2013 |
| __Signature of Reporting Person | Date |
| /s/ Stefan Fischer, Attorney-in-Fact for Helmut Schuehsler | 06/24/2013 |
| __Signature of Reporting Person | Date |
| /s/ Stefan Fischer, Attorney-in-Fact for Alexandra Goll | 06/24/2013 |
| __Signature of Reporting Person | Date |
| /s/ Stefan Fischer, Attorney-in-Fact for Hubert Birner | 06/24/2013 |
| __Signature of Reporting Person | Date |
| /s/ Stefan Fischer | 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).

This transaction represents the total number of shares received upon conversion of bluebird bio, Inc. ("bluebird") Series A-1 Convertible Preferred Stock ("Series A-1 Shares"), Series A-2 Convertible Preferred Stock ("Series A-2 Shares"), Series B Convertible Preferred

(1) Stock ("Series B Shares"), Series C Convertible Preferred Stock ("Series C Shares") and Series D Convertible Preferred Stock (the "Series D Shares" and together with the Series A-1 Shares, Series A-2 Shares, Series B Shares and Series C Shares, collectively, the "Preferred Shares").

The shares are held directly by TVM V Life Science Ventures GmbH & Co. KG ("TVM V"). TVM V's general partner, TVM Capital GmbH ("TVM"), and its authorized officers, Axel Polack ("Polack"), Helmut Schuehsler ("Schuehsler"), Alexandra Goll ("Goll"), Hubert Birner ("Birner") and Stefan Fischer ("Fischer") may be deemed to share voting and dispositive power over the shares held by TVM V. Each of TVM, Polack, Schuehsler, Goll, Birner and Fischer disclaims beneficial ownership of these shares except to the extent of their pecuniary interest therein, if any.

(3) The Preferred Shares automatically converted into bluebird Common Stock on an 18.967-for-one ratio upon the closing of the initial public offering of bluebird without payment of further consideration. The Preferred Shares had no expiration date.

(4) The warrants are currently exercisable.

(5) This transaction represents a deemed disposition of warrants to purchase shares of Series A-1 Convertible Preferred Stock and a deemed acquisition of warrants to purchase shares of Common Stock on an 18.967-for-one basis, which happened automatically upon the closing of the initial public offering of bluebird without payment of further consideration. The transaction is listed solely for the purpose of reporting the change in the shares underlying the warrants.

(6) This transaction represents a deemed disposition of warrants to purchase shares of Series B Convertible Preferred Stock and a deemed acquisition of warrants to purchase shares of Common Stock on an 18.967-for-one basis, which happened automatically upon the closing of the initial public offering of bluebird without payment of further consideration. The transaction is listed solely for the purpose of reporting the change in the shares underlying the warrants.

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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