

bluebird bio, Inc.
Form 4
June 26, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/24/2013		C	(A) or (D) 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.

**Persons who respond to the collection of
information contained in this form are not
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(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 Amount Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number 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,
Series D Convertible Preferred Stock	(3)	06/24/2013		C	11,037,527	(3)	(3)	Common Stock	581,

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	06/26/2013
By: /s/ Kevin Gillis Kevin Gillis, Manager	Date
__Signature of Reporting Person	
/s/ Kevin Gillis, Manager	06/24/2013
__Signature of Reporting Person	Date
By: TRV GP, LLC, its general partner	06/24/2013
By: /s/ Kevin Gillis, Manager	Date
__Signature of Reporting Person	

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").

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.

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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