| SEC Form 4 |  |
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# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

|  | Check this box if no longer subject to<br>Section 16. Form 4 or Form 5<br>obligations may continue. See<br>Instruction 1(b). |
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# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

## OMB APPROVAL OMB Number: 3235-0287

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| hours per response:    | 0.5       |
|                        |           |

|                       |                                      |       | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>bluebird bio, Inc.</u> [BLUE ] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable) |  |  |  |  |  |
|-----------------------|--------------------------------------|-------|---|--|--|--|--|--|--|
| (Last)                | (First) (Middle)<br>JEBIRD BIO, INC. |       | 3. Date of Earliest Transaction (Month/Day/Year)<br>01/07/2020                          | x  | Director<br>Officer (give title<br>below)<br>Chief Scientific                              | 10% Owner<br>Other (specify<br>below)<br>Officer |  |  |  |
| (Street)<br>CAMBRIDGE | MA                                   | 02142 | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                | 6. Indiv<br>Line)<br>X   | idual or Joint/Group Filing<br>Form filed by One Repo<br>Form filed by More thar<br>Person | orting Person                                    |  |  |  |
| (City)                | (State)                              | (Zip) |   |  | Person   |  |  |  |  |

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | Transaction<br>Code (Instr. |   | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and 5) |               |                                 | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------|--|---|-----------------------------|---|--|---------------|---------------------------------|---|---|---|
|                                 |  |   | Code                        | v | Amount   | (A) or<br>(D) | Price                           | Transaction(s)<br>(Instr. 3 and 4)  |   | (1130.4)  |
| Common Stock                    | 01/07/2020                                 |   | S                           |   | 4,134(1)   | D             | <b>\$89.9712</b> <sup>(2)</sup> | 24,708  | D   |   |

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | of<br>Deriv<br>Secu<br>Acqu<br>(A) or<br>Dispo<br>of (D) | erivative<br>ecurities<br>cquired<br>a) or<br>isposed<br>f (D)<br>nstr. 3, 4 |                     | Expiration Date Amount of |       |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|--|--|---------------------|---------------------------|-------|--|---|--|--|--|
|   |   |  |   | Code                         | v | (A)  | (D)  | Date<br>Exercisable | Expiration<br>Date        | Title | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |

### **Explanation of Responses:**

1. Shares were sold to cover tax withholding obligations incurred in connection with the vesting of Restricted Stock Units.

2. The range in prices for the transaction reported on this line was \$89.50 to \$90.42. The average weighted price was \$89.9712. The reporting person will provide, upon request by the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

### Remarks:

## /s/ Helen C. Fu, Attorney-in-

Fact

01/09/2020

\*\* Signature of Reporting Person Date

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

 $\ast$  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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.