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
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

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

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1. Name and Address of Reporting Person [*] Leschly Nick		n*	2. Issuer Name and Ticker or Trading Symbol bluebird bio, Inc. [BLUE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
				X	Director	10% Owner	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X	Officer (give title below)	Other (specify below)	
C/O BLUEBIRD BIO, INC.			12/13/2017	President and CEO			
60 BINNEY ST	REET						
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filir	ng (Check Applicable	
CAMBRIDGE	МА	02142		X	Form filed by One Rep	porting Person	
					Form filed by More that Person	an One Reporting	
(City)	(State)	(Zip)					

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.				5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial	
			8) Code	v	Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	12/13/2017		М		37,873	A	\$5.5004	293,232	D	
Common Stock	12/13/2017		S ⁽¹⁾		14,947	D	\$181.722 ⁽²⁾	278,285	D	
Common Stock	12/13/2017		S ⁽¹⁾		27,797	D	\$182.4893 ⁽³⁾	250,488	D	
Common Stock	12/13/2017		S ⁽¹⁾		19,221	D	\$183.4565 ⁽⁴⁾	231,267	D	
Common Stock	12/13/2017		S ⁽¹⁾		18,930	D	\$184.5288(5)	212,337	D	
Common Stock	12/13/2017		S ⁽¹⁾		16,369	D	\$185.4139(6)	195,968	D	
Common Stock	12/13/2017		S ⁽¹⁾		12,006	D	\$186.5618(7)	183,962	D	
Common Stock	12/13/2017		S ⁽¹⁾		5,700	D	\$187.5675(8)	178,262	D	
Common Stock	12/13/2017		S ⁽¹⁾		2,530	D	\$188.4907 ⁽⁹⁾	175,732	D	
Common Stock								17,186	I	Nick Leschly 2001 Trust

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

1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and . Title and Amount 8. Price of 9. Number of 11. Nature 10 Conversion Execution Date, Transaction Ownership Derivative Date Expiration Date of Securities Derivative derivative of Indirect of if any (Month/Day/Year) Security (Instr. 3) or Exercise Price of (Month/Day/Year) Code (Instr. Derivative (Month/Day/Year) Underlying Derivative Security Security (Instr. 5) Securities Form: Direct (D) Beneficial 8) Beneficially Securities Ownership Derivative Acquired (Instr. 3 and 4) Owned or Indirect (Instr. 4) (A) or Disposed Security (I) (Instr. 4) Following Reported of (D) (Instr 3, 4 and 5) Transaction(s) (Instr. 4) Amount Number Date Expiration (D) ν (A) Exercisable Title Shares Code Date Stock Option Commor (10) \$5,5004 12/13/2017 Μ 37,873 01/16/2023 37,873 \$0.00 203.355 D (right to Stock buy)

Explanation of Responses:

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 22, 2016.

2. The range of prices for the transaction reported on this line was \$181.0500 to \$182.0000. The average weighted price was \$181.7220. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

3. The range of prices for the transaction reported on this line was \$182.0500 to \$183.0000. The average weighted price was \$182.4893. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

4. The range of prices for the transaction reported on this line was \$183.0500 to \$184.0000. The average weighted price was \$183.4565. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

5. The range of prices for the transaction reported on this line was \$184.0500 to \$185.0000. The average weighted price was \$184.5288. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

6. The range of prices for the transaction reported on this line was \$185.0500 to \$186.0000. The average weighted price was \$185.4139. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

7. The range of prices for the transaction reported on this line was \$186.0500 to \$187.0000. The average weighted price was \$186.5618. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

8. The range of prices for the transaction reported on this line was \$187.0500 to \$188.0000. The average weighted price was \$187.5675. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

9. The range of prices for the transaction reported on this line was \$188.1500 to \$188.8000. The average weighted price was \$188.4907. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

10. This option to purchase shares of our common stock was granted on January 16, 2013 with performance-based vesting criteria that were met as of January 1, 2013. The shares underlying these options vested as follows: 25% vested on January 1, 2014, with the remainder of the shares vesting in equal monthly installments over the following three years.

Remarks:

<u>/s/ Jason F. Cole, Attorney-in-</u>

Fact

12/15/2017

** 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.