SEC Form 4
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## FORM 4

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

OMB APPROVAL

OMB Number:	3235-0287
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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

			2. Transaction Date (Month/Day/Ye	ar) 2A. Deemed Execution Date, if any (Month/Day/Year)	n Date, Transaction Disposed Of (D) (Instr. 3, Code (Instr. 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
		Table I - Non	-Derivative	Securities Acqu	iired, Disp	osed of, or Benef	icially	Owned				
(City)	(State)	(Zip)						Person				
CAMBRIDGE	MA	02142						Form filed by Mo				
(Street)				anenament, Date of e	ingina riica (	monu, bay, real)	Line)	Form filed by One	υv			
OU BINNET ST	NEE I		4 If	Amendment, Date of C	)riginal Filed (	Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable					
(Last) 60 BINNEY ST	(First)	(Middle)		ate of Earliest Transac 1/2021	tion (Month/D	ay/Year)		Officer (give title below)	below	(specify )		
1. Name and Addres	1 0	Person*		suer Name <b>and</b> Ticker <u>ebird bio, Inc.</u> [		rmbol		tionship of Reportin all applicable) Director	10% (	Dwner		

		(Month/Day/Year)	8)					Owned Following Reported	(I) (Instr. 4)	(Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(11511. 4)
Common Stock <sup>(1)(2)(3)</sup>	11/11/2021		J		1,476	Α	\$0	2,726	D	
Common Stock <sup>(2)(3)(4)</sup>	11/11/2021		J		0	Α	\$ <mark>0</mark>	2,726	D	

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

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. Transa Code ( 8)	ction Derivative Instr. Securities Acquired or Dispos of (D) (Ins		Derivative Expiration Date A Securities (Month/Day/Year) S Acquired (A) U or Disposed D		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Stock Option (right to buy)	\$32.76 <sup>(5)</sup>	11/11/2021		D			4,500 <sup>(5)</sup>	(5)	08/10/2030	Common Stock	4,430	\$0	4,430	D	
Stock Option (right to buy)	\$0.0 <sup>(6)</sup>	11/11/2021		D			5,000 <sup>(6)</sup>	(6)	06/15/2031	Common Stock	0.0	\$0	0	D	

## Explanation of Responses:

1. Represents restricted stock units awarded to the reporting person prior to the separation (the "Separation") of 2seventy bio, Inc. ("2seventy") from bluebird bio, Inc. ("bluebird"). In connection with the Separation, the restricted stock units underlying this award were adjusted pursuant to the Employee Matters Agreement by and between 2seventy and bluebird (the "EMA") such that the reporting person received restricted stock units of 2seventy to preserve the value associated with the original restricted stock unit award (see footnotes 2 and 3). This restricted stock unit award was originally granted on August 10, 2020 and verts ratably over three years in annual installments commencing on August 10, 2021.

2. bluebird equity awards granted prior to January 1, 2021 were converted into equity awards of both bluebird and 2seventy. The number of shares underlying the converted bluebird equity awards was determined by multiplying the number of shares underlying the existing bluebird equity award by a fraction, the numerator of which is the volume-weighted average trading price of bluebird common stock (trading "regular way") on the five trading days immediately following the distribution date multiplied by the distribution ratio and (2) the volume-weighted average trading price of bluebird everage trading price of bluebird by the distribution stock (trading "regular way") on the five trading days immediately following the distribution date (the "bluebird Post-Distribution VWAP").

3. bluebird equity awards granted on or after January 1, 2021, such equity awards continued as bluebird equity awards, subject to adjustment. The adjusted number of shares of bluebird common stock underlying such equity awards is equal to the number of shares of bluebird common stock subject to the equity award immediately prior to the distribution multiplied by a fraction, the numerator of which is the bluebird Pre-Distribution VWAP and the denominator of which is the bluebird Post-Distribution VWAP.

4. Represents restricted stock units awarded to the reporting person prior to the Separation. In connection with the Separation, the restricted stock units underlying this award were adjusted pursuant to the EMA to preserve the value associated with the original restricted stock unit award (see footnotes 2 and 3). This restricted stock unit award was originally granted on June 15, 2021 and vests 100% on the earlier of June 15, 2022 or the date of the next annual meeting of stockholders.

5. Represents options to purchase bluebird common stock awarded to the reporting person prior to the Separation. In connection with the Separation, the shares of common stock underlying this award were adjusted pursuant to the EMA such that the reporting person received options to purchase shares of 2seventy common stock to preserve the value associated with the original award (see footnotes 2 and 3). This option was originally granted on August 10, 2020 and vests ratably over three years in annual installments commencing on August 10, 2021. The exercise price of the option has been adjusted based on the conversion ratio described in footnotes 2 and 3.

6. Represents options to purchase bluebird common stock awarded to the reporting person prior to the Separation. In connection with the Separation, the shares of common stock underlying this award were adjusted pursuant to the EMA to preserve the value associated with the original award (see footnotes 2 and 3). This option was originally granted on June 15, 2021 and vests 100% on the earlier of June 15, 2022 or the date of the next annual meeting of stockholders. The exercise price of the option has been adjusted based on the conversion ratio described in footnotes 2 and 3.

## Remarks:

/s/ Helen Fu, Attorney-in-Fact 11/17/2021

\*\* Signature of Reporting Person Date

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

\* 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.

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