SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number:	mber: 3235-0287					
Estimated average burden						
hours per response	. 0.5					

Instruction 1(b).	continue. See		Filed pursuant to Section 16(a) of the Securities Exchange Act of 19	nours	nours per response: 0.5			
			or Section 30(h) of the Investment Company Act of 1940					
1. Name and Address of Reporting Person [*] Obenshain Andrew			2. Issuer Name and Ticker or Trading Symbol <u>bluebird bio, Inc.</u> [BLUE]	(Chec	5. Relationship of Reporting Person(s) to Issue (Check all applicable)			
					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.			08/04/2022		President	and CEO		
455 GRAND UN	NION BOULE	EVARD						
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line)	ividual or Joint/Group	Filing (Check Applicable		
SOMERVILLE	MA	02145		X	Form filed by One Reporting Person			
ş					Form filed by Mor Person	e than One Reporting		
(City)	(State)	(Zip)						
	-	Tabla I Nan Da	rivetive Securities Acquired Disposed of or Bon	ficially	v Owned			

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 Acquir Disposed Of (D) (Instruction of the security of th				Securities Beneficially Owned Following	(I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	08/04/2022		S ⁽¹⁾		21,805	D	\$4.3914(2)	247,131	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative 3A. Deemed Execution Date, 6. Date Exercisable and Expiration Date 7. Title and Amount of 8. Price of Derivative 9. Number of derivative 10. Ownership 11. Nature of Indirect 3. Transaction 5. Number Conversion Date Transaction (Month/Dav/Year) Derivative Security or Exercise if any (Month/Day/Year) Code (Instr. (Month/Day/Year) Securities Security Securities Form: Beneficial Price of Derivative Securities Acquired (Instr. 3) 8) Underlying (Instr. 5) Beneficially Direct (D) Ownership (Instr. 4) Owned or Indirect Derivative Security (A) or Disposed Security (Instr. 3 and 4) Following Reported (I) (Instr. 4) of (D) (Instr. 3, 4 and 5) Transaction(s) (Instr. 4) Amount or Number Date Expiration of Shares v Title Code (A) (D) Exercisable Date

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 \$4.35 to \$4.44. The average weighted price was \$4.3914. 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:

<u>/s/ Helen C. Fu, Attorney-in-</u> <u>Fact</u> 08

08/08/2022

** 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.

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.

LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Jason F. Cole, Helen Fu and Katy Burnett, and each of them individually, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) Complete and execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or ten percent (10%) shareholder of bluebird bio, Inc., a Delaware corporation (the "Company") any and all instruments, certificates and documents required to be executed on behalf of the undersigned as an individual or on behalf of the undersigned's company or partnership, as the case may be, pursuant to Section 13 and Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or the rules and regulations thereunder;

(2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such instruments, certificates or documents required to be filed pursuant to Sections 13 and 16 of the Exchange Act or the rules or regulations thereunder and timely file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact, acting singly, full power and authority to do and perform any and every act which is necessary, proper or desirable to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that any such attorney-in-fact, or any such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that each of the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 13 or Section 16 of the Exchange Act or the rules or regulations thereunder. The undersigned hereby agrees to indemnify each attorney-in-fact and the Company from and against any demand, damage, loss, cost or expense arising from any false or misleading information provided by the undersigned to such attorney-in fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file any instruments, certificates and documents pursuant to Section 13 and 16 of the Exchange Act or the rules or regulations thereunder with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of January 11, 2021.

/s/ Andrew Obenshain Andrew Obenshain