

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 21, 2023

bluebird bio, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-35966
(Commission File Number)

13-3680878
(IRS Employer
Identification No.)

**455 Grand Union Boulevard,
Somerville, MA**
(Address of Principal Executive Offices)

02145
(Zip Code)

(339) 499-9300
(Registrant's telephone number, including area code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--|-------------------|---|
| Common Stock, \$0.01 par value per share | BLUE | The Nasdaq Stock Market LLC |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry Into a Material Definitive Agreement.

On September 21, 2023, bluebird bio, Inc. (the “Company”) and Lonza Houston, Inc. (“Lonza”) entered into an amendment (the “Second Amendment”) to the Master Manufacturing Services Agreement, dated June 3, 2016, as amended October 23, 2017, between the Company and Lonza (the “Lonza Agreement”).

Under the Lonza Agreement, Lonza manufactures drug product used for the Company’s gene therapies, ZYNTEGLO and SKYSONA. Pursuant to the Second Amendment, the Company and Lonza agreed to, among other things: (i) increased manufacturing capacity, (ii) revisions to the fee schedule, including changes to the payment structure designed to better align with the Company’s business objectives, (iii) modified payment terms on invoices issued by Lonza during certain time periods, and (iv) updates to certain notification and termination provisions. In connection with the modified payment terms, the Company is required to post a letter of credit in the amount of approximately \$6.9 million, subject to gradual decrease upon the Company’s payment of Lonza’s invoices.

The foregoing description of the terms of the Second Amendment does not purport to be complete and is qualified in its entirety by reference to the complete text of such amendment, a copy of which the Company intends to file with the Securities and Exchange Commission as an exhibit to its Quarterly Report on Form 10-Q for the quarter ending September 30, 2023.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 27, 2023

bluebird bio, Inc.

By: /s/ Joseph Vittiglio

Name: Joseph Vittiglio

Title: *Chief Legal & Business Officer and Secretary*