SEC Form 4

FORM 4

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

OMB APPROVAL

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	OMB Number:	3235-0287								
l	Estimated average burden									
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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

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1. Name and Address of Reporting Person* Maus Marcela V.					2. Issuer Name and Ticker or Trading Symbol bluebird bio, Inc. [BLUE]										5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
					1	<u></u>									X Directo	r		10% Ov	ner	
(Last)	3. Date of Earliest Transaction (Month/Day/Year) 11/11/2021									Officer below)	(give title		Other (s below)	pecify						
60 BINN	IEY STRE	ET																		
						4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)															X Form filed by One Reporting Person					
CAMBR	LIDGE N	ЛA	02142												Form filed by More than One Reporting					
-																Person				
(City)	(5	State)	(Zip)																	
		Tal	ble I - Nor	1-Deriv	ativ	ve Se	curi	ties Ac	quire	ed, D	isp	osed of	f, o	r Ben	eficiall	v Owned				
1 Title of	Security (Ins	str 3)		2. Trans	actio	n	24 D	eemed	. 3.	,	·	4. Securit	, ties (Acquired	I (A) or	5. Amou	nt of	6.0%	nership	. Nature of
Date				/Day/Year)		Execution Date, if any (Month/Day/Year)		e, Tra Co	Transaction Disposed Of (D) (Instr. 5)				Securitie Beneficia Owned F	Securities Beneficially Owned Following		: Direct I r Indirect I str. 4) (Indirect Beneficial Ownership			
									Co	de \	,	Amount		(A) or (D)	Price	Transact	Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)
Common Stock ⁽¹⁾⁽²⁾⁽³⁾ 11/11					1/2021					J		0 A		\$0	0			D		
I																	-			
			Table II -									sed of, onvertib				Owned				
1. Title of Derivative Security (Instr. 3)	tive Conversion Date Execution Date, Tr ty or Exercise (Month/Day/Year) if any C				ransaction Den ode (Instr. Sec Act or I of (lumber of ivative urities juired (A) Disposed D) (Instr. and 5)	Expira	6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Sec (Instr. 3 and 4)			8. Price of Derivative Security (Instr. 5)		e s Illy J	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					ode	v	(A)	(D)	Date	sisable		expiration Date	Titl		Amount or Number of Shares		Iransaction(s) (Instr. 4)			

Explanation of Responses:

\$0.0⁽⁴⁾

11/11/2021

Stock Option

buy)

(right to

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 unad (see footnotes 2 and 3). This restricted stock unit award was originally granted on September 7, 2021 and verts vest ratably over three years in annual installments commencing on September 7, 2021.

(4)

09/07/2031

7,500⁽⁴⁾

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 awards 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 VWAP") and the denominator of which is the sum of (1) the volume-weighted average trading price of 2seventy 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 bio common 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 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 September 7, 2021 and vests ratably over three years in annual installments commencing on September 7, 2021. 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

0.0

Stock

\$<mark>0</mark>

0

D

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.