

**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): August 20, 2024**

**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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

As previously reported, bluebird bio, Inc. (the “Company”) is delayed in filing its Annual Report on Form 10-K for the year ended December 31, 2023 (the “2023 Form 10-K”) due to the need to restate the Company’s consolidated financial statements as of and for the year ended December 31, 2022 and unaudited financial information for each of the first three quarters of 2023 and 2022 in its 2023 Form 10-K. As a result of the extended timeline to file the 2023 Form 10-K, the Company is also delayed in filing its Quarterly Report on Form 10-Q for each of the quarters ended March 31, 2024 (the “Q1 2024 Form 10-Q”) and June 30, 2024 (the “Q2 2024 Form 10-Q”).

As previously reported, on April 24, 2024, the Company received a notification letter (the “10-K Notice”) from the Listing Qualifications Department of The Nasdaq Stock Market LLC (“Nasdaq”) indicating that, as a result of the Company’s delay in filing its 2023 Form 10-K, the Company is not in compliance with Nasdaq Listing Rule 5250(c)(1) (the “Rule”), which requires Nasdaq-listed companies to timely file all required periodic financial reports with the Securities and Exchange Commission. Pursuant to the 10-K Notice, on June 24, 2024, the Company submitted to Nasdaq a plan to regain compliance with the Rule (the “Compliance Plan”) and, following review, Nasdaq granted the Company a period of 180 calendar days from the prescribed due date of its 2023 Form 10-K, or until October 14, 2024 (the “Compliance Period”), to regain compliance with the Rule.

On August 20, 2024, the Company received an additional notification letter from Nasdaq (the “Q1 Notice”) indicating that, as a result of the Company’s delay in filing its Q1 2024 Form 10-Q, the Company is not in compliance with the Rule and, on the same date, the Company received an additional notification letter from Nasdaq (the “Q2 Notice”) indicating that, as a result of the Company’s delay in filing its Q2 2024 Form 10-Q, the Company is not in compliance with the Rule (the Q1 and Q2 Notices together, the “Quarterly Notices” and, together with the 10-K Notice, the “Notices”). The Company must regain compliance with the Rule by filing its Q1 2024 Form 10-Q and Q2 2024 Form 10-Q, as well as the 2023 Form 10-K, within the Compliance Period. Further, the Q2 Notice states that the Company must submit an update to its Compliance Plan by September 4, 2024.

The Notices have no immediate effect on the listing of the Company’s securities on Nasdaq. The Company intends to submit an update to its Compliance Plan by September 4, 2024, and to file the 2023 Form 10-K, Q1 2024 Form 10-Q and Q2 2024 Form 10-Q as promptly as possible.

### **Item 7.01 Regulation FD Disclosure.**

On August 23, 2024, the Company issued a press release in accordance with Nasdaq Listing Rule 5810(b) announcing that the Company had received the Quarterly Notices. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information furnished under this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, and shall not be deemed incorporated by reference into any of the Company’s filings under the Securities Act of 1933, as amended, or the Securities Act, or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such filing.

### ***Forward-Looking Statements***

*This Current Report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained in this Current Report that do not relate to matters of historical fact should be considered forward-looking statements, including without limitation statements regarding the Company’s expectations with respect to the filing of the Company’s 2023 Form 10-K, Q1 2024 Form 10-Q and Q2 2024 Form 10-Q, and submitting an update to the Company’s plan to regain compliance with the Rule, and the expected timing thereof. Statements using words such as “expect”, “anticipate”, “believe”, “may”, “will” and similar terms are also forward-looking statements. These statements are neither promises nor guarantees, but involve known and unknown risks, uncertainties and other important factors that may cause the Company’s actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements, including, but not limited to, the important factors discussed under the caption “Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2022, as updated by its subsequent Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other filings with the Securities and Exchange Commission. Except as required by law, the Company undertakes no obligations to make any*

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revisions to the forward-looking statements contained in this Current Report or to update them to reflect events or circumstances occurring after the date of this Current Report, whether as a result of new information, future developments or otherwise.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press release issued by bluebird bio, Inc. on August 23, 2024.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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## 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: August 23, 2024

**bluebird bio, Inc.**

By: /s/ O. James Sterling

Name: O. James Sterling

Title: *Chief Financial Officer, Principal Financial Officer and  
Principal Accounting Officer*

**bluebird bio Announces Receipt of Expected Notices from Nasdaq**

SOMERVILLE, Mass.--(BUSINESS WIRE)—August 23, 2024-- **bluebird bio, Inc.** (Nasdaq: BLUE) today announced that it received notices (the “notices”) on August 20, 2024 from The Nasdaq Stock Market LLC (“Nasdaq”) stating that because the Company has not yet filed its Quarterly Reports on Form 10-Q for each of the quarters ended March 31, 2024 (the “Q1 2024 Form 10-Q”) and June 30, 2024 (the “Q2 2024 Form 10-Q”), it is not in compliance with Nasdaq Listing Rule 5250(c)(1) (the “Rule”), which requires listed companies to timely file all required periodic financial reports with the Securities and Exchange Commission (the “SEC”).

The notices have no immediate effect on the listing or trading of the Company’s common stock on the Nasdaq.

The Company previously announced on April 26, 2024, that it was not in compliance with the Rule due to the delay in filing its Annual Report on Form 10-K for the year ended December 31, 2023 (the “2023 Form 10-K”). The Company subsequently submitted a plan to Nasdaq to regain compliance with the Rule on or before October 14, 2024, within 180 calendar days from the prescribed due date of its 2023 Form 10-K. Under Nasdaq rules, the Company must also file its Q1 2024 Form 10-Q and Q2 2024 Form 10-Q within this same period, and must submit an update to its plan to regain compliance by September 4, 2024.

On March 26, 2024, bluebird announced that it will restate its consolidated financial statements as of and for the year ended December 31, 2022, and for each of the first three quarters of 2022 and 2023 in its 2023 Form 10-K. As a result of the restatement, the Company is delayed in filing its 2023 Form 10-K and its Q1 2024 Form 10-Q and Q2 2024 Form 10-Q. The Company is continuing to work expeditiously to complete these filings.

**About bluebird bio, Inc.**

bluebird bio is pursuing curative gene therapies to give patients and their families more bluebird days.

Founded in 2010, bluebird has been setting the standard for gene therapy for more than a decade—first as a scientific pioneer and now as a commercial leader. bluebird has an unrivaled track record in bringing the promise of gene therapy out of clinical studies and into the real-world setting, having secured FDA approvals for three therapies in under two years. Today, we are proving and scaling the commercial model for gene therapy and delivering innovative solutions for access to patients, providers, and payers.

With a dedicated focus on severe genetic diseases, bluebird has the largest and deepest ex-vivo gene therapy data set in the field, with industry-leading programs for sickle cell disease,  $\beta$ -thalassemia and cerebral adrenoleukodystrophy. We custom design each of our therapies to address the underlying cause of disease and have developed in-depth and effective analytical methods to understand the safety of our lentiviral vector technologies and drive the field of gene therapy forward.

bluebird continues to forge new paths as a standalone commercial gene therapy company, combining our real-world experience with a deep commitment to patient communities and a people-centric culture that attracts and grows a diverse flock of dedicated birds.

## Forward-Looking Statements

This press release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. All statements that are not statements of historical facts are, or may be deemed to be, forward-looking statements, such as statements regarding the Company’s restatement of certain historical financial statements, the filing of its 2023 Form 10-K, Q1 2024 Form 10-Q and Q2 2024 Form 10-Q, and submission of an update to its plan to regain compliance with the Rule, and the expected timing thereof. Such forward-looking statements are based on historical performance and current expectations and projections about bluebird’s future goals, plans and objectives and involve inherent risks, assumptions and uncertainties, including internal or external factors that could delay, divert or change any of them in the next several years, that are difficult to predict, may be beyond bluebird’s control and could cause bluebird’s future goals, plans and objectives to differ materially from those expressed in, or implied by, the statements. No forward-looking statement can be guaranteed. Forward-looking statements in this press release should be evaluated together with the many risks and uncertainties that affect bluebird bio’s business, particularly those identified in the risk factors discussion in bluebird bio’s Annual Report on Form 10-K for the year ended December 31, 2022, as updated by its subsequent Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other filings with the SEC. The forward-looking statements included in this document are made only as of the date of this document and except as otherwise required by applicable law, bluebird bio undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, changed circumstances or otherwise.

### Investors:

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