SEC Form 4

FORM 4

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

OMB APPROVAL 3235-0287 OMB Number: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Check this box if no longer subject to Section 16. Form 4 or Form 5 Estimated average burden obligations may continue. See hours per response: 0.5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 Instruction 1(b) Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person* (Check all applicable) bluebird bio, Inc. [BLUE] Tita-Reid Najoh 1 Director 10% Owner Officer (give title Other (specify 3. Date of Earliest Transaction (Month/Day/Year) below) below) (First) (Middle) (Last) 11/06/2024 C/O BLUEBIRD BIO, INC 455 GRAND UNION BOULEVARD 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street) 1 Form filed by One Reporting Person SOMERVILLE MA 02145 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2A. Deemed Execution Date 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 6. Ownership Form: Direct 1. Title of Security (Instr. 3) 2. Transaction 5. Amount of 7. Nature Transaction Code (Instr. Date (Month/Day/Year) Securities of Indirect if any (Month/Day/Year) Beneficially (D) or Indirect Beneficial 5) 8) Owned Following (I) (Instr. 4) Ownership (Instr. 4) Reported Transaction(s) (A) or (D) Price v Code Amount (Instr. 3 and 4) Common Stock⁽¹⁾ 11/06/2024 24,900 **\$0.00** 48,160 D А A 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, 7. Title and Amount of Securities 8. Price of Derivative 9. Number of derivative 11. Nature of Indirect 3. Transaction 5. Number 6. Date Exercisable and 10. Conversion Date Transaction Expiration Date Ownership (Month/Dav/Year) if any (Month/Day/Year) Underlying Derivative Security (Instr. 3 and 4) Security (Instr. 3) or Exercise Code (Instr. Derivative (Month/Day/Year) Security (Instr. 5) Securities Form: Beneficial Price of Derivative Beneficially Owned Direct (D) or Indirect Ownership (Instr. 4) 8) Securities Acquired (I) (Instr. 4) Security (A) or Disposed Following Reported Transaction(s) (Instr. 4) of (D) (Instr 3, 4 and 5) Amount

Explanation of Responses:

\$0 44

1. These restricted stock units for common stock vest 100% on the earlier of November 6, 2025 or the date of the next annual meeting of stockholders.

Code V

Α

(A)

49 850

2. This option vests 100% on the earlier of November 6, 2025 or the date of the next annual meeting of stockholders.

Remarks:

Stock Option

(right to

buy)

/s/ Sydney Gaylin, Attorney-in-11/08/2024

\$0.00

49 850

D

Fact

Expiration

11/06/2034

Title

Common

Stock

Date

(D) Exer

Exercisable

(2)

** Signature of Reporting Person Date

Number

Shares

49 850

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).

11/06/2024

** 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.

SECTION 16 AND FORM 144 POWER OF ATTORNEY

With respect to holdings of and transactions in securities issued by bluebird bio, Inc. (the "Company"), the undersigned hereby constitutes and appoints the individuals named on Schedule A attached hereto and as may be amended from time to time, or any of them signing singly, with full power of substitution and resubstitution, to act as the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, Schedules 13D and 13G in accordance with Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder, and Forms 3, 4, and 5 in accordance with Section 16 of the Exchange Act and the rules thereunder, and Notices of Proposed Sale of Securities Pursuant to Rule 144 ("Form 144"), in accordance with the requirements of Rule 144 under the Securities Act of 1933, as amended (the "Securities Act"); and

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 Schedule 13D, Schedule 13G, Form 3, Form 4, Form 5, and Form 144, complete and execute any amendment or amendments thereto, and to timely file such Schedule 13D, Schedule 13G, Form 3, Form 4, Form 5, and Form 144, as applicable, and any amendment thereto, with the United States Securities and Exchange Commission and any stock exchange or similar authority.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper 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 and resubstitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorneys-in-fact 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 the foregoing attorneys-infact, 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 and Section 16 of the Exchange Act, or Rule 144 under the Securities Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file any Schedule 13D, Schedule 13G, Form 3, Form 4, Form 5, and Form 144 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 this 5th day of November, 2024.

/s/ Najoh Tita-Reid Najoh Tita-Reid

Schedule A

INDIVIDUALS APPOINTED AS ATTORNEY-IN-FACT, WITH FULL POWER OF SUBSTITUTION AND RESUBSTITUTION

- 1. Andrew Obenshain
- 2. Joseph Vittiglio
- 3. Sydney Gaylin