

bluebird bio, Inc.
Form 3
June 18, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â Polack Axel</p> <p>(Last) (First) (Middle)</p> <p>TVM V LIFE SCIENCE VENTURES GMBH & CO.,Â MAXIMILIANSTRASSE 35, ENTRANCE C</p> <p>(Street)</p> <p>MUNICH,Â 2MÂ 80539</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement (Month/Day/Year)</p> <p>06/18/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>bluebird bio, Inc. [BLUE]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
---	--	---	---	---	---

Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
--	--	---	--

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p>	<p>4. Conversion or Exercise Price of Derivative</p>	<p>5. Ownership Form of Derivative Security:</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
---	---	--	--	--	--

Edgar Filing: bluebird bio, Inc. - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A-1 Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	325,255	\$ <u>(1)</u>	I	See footnote <u>(2)</u>
Series A-2 Convertible Preferred Stock	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	624,021	\$ <u>(3)</u>	I	See footnote <u>(2)</u>
Series B Convertible Preferred Stock	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	935,783	\$ <u>(4)</u>	I	See footnote <u>(2)</u>
Series C Convertible Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	210,589	\$ <u>(5)</u>	I	See footnote <u>(2)</u>
Series D Convertible Preferred Stock	Â <u>(6)</u>	Â <u>(6)</u>	Common Stock	158,709	\$ <u>(6)</u>	I	See footnote <u>(2)</u>
Warrant to Purchase Series A-1 Stock (right to buy)	Â <u>(7)</u>	11/16/2015	Series A-1 Convertible Preferred Stock <u>(8)</u>	34,849	\$ 12.55	I	See footnote <u>(2)</u>
Warrant to Purchase Series A-1 Stock (right to buy)	Â <u>(7)</u>	10/26/2016	Series A-1 Convertible Preferred Stock <u>(8)</u>	23,232	\$ 12.55	I	See footnote <u>(2)</u>
Warrant to Purchase Series A-1 Stock (right to buy)	Â <u>(7)</u>	05/03/2017	Series A-1 Convertible Preferred Stock <u>(8)</u>	54,760	\$ 12.55	I	See footnote <u>(2)</u>
Warrant to Purchase Series A-1 Stock (right to buy)	Â <u>(7)</u>	08/28/2018	Series A-1 Convertible Preferred Stock <u>(8)</u>	12,445	\$ 12.55	I	See footnote <u>(2)</u>
Warrant to Purchase Series A-1 Stock (right to buy)	Â <u>(7)</u>	12/18/2018	Series A-1 Convertible Preferred Stock <u>(8)</u>	12,445	\$ 12.55	I	See footnote <u>(2)</u>
Warrant to Purchase Series A-1 Stock (right to buy)	Â <u>(7)</u>	04/15/2019	Series A-1 Convertible Preferred Stock <u>(8)</u>	24,393	\$ 12.55	I	See footnote <u>(2)</u>
Warrant to Purchase Series B Stock (right to buy)	Â <u>(7)</u>	04/15/2019	Series B Convertible Preferred Stock <u>(9)</u>	15,152	\$ 6.19	I	See footnote <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Polack Axel TVM V LIFE SCIENCE VENTURES GMBH & CO. MAXIMILIANSTRASSE 35, ENTRANCE C MUNICH, 80539	X			

Signatures

/s/ Linda Bain,
Attorney-in-Fact

06/18/2013

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) The Series A-1 Convertible Preferred Stock is convertible into Common Stock on an 18.967-for-one basis into the number of shares of Common Stock as shown in column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.

(2) The securities are held directly by TVM V Life Science Ventures GmbH & Co. KG. ("TVM LSV V"). The Reporting Person is an authorized officer of TVM LSV V's general partner, TVM Capital, and disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of his pecuniary interest therein.

(3) The Series A-2 Convertible Preferred Stock is convertible into Common Stock on an 18.967-for-one basis into the number of shares of Common Stock as shown in column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.

(4) The Series B Convertible Preferred Stock is convertible into Common Stock on an 18.967-for-one basis into the number of shares of Common Stock as shown in column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.

(5) The Series C Convertible Preferred Stock is convertible into Common Stock on an 18.967-for-one basis into the number of shares of Common Stock as shown in column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.

(6) The Series D Convertible Preferred Stock is convertible into Common Stock on an 18.967-for-one basis into the number of shares of Common Stock as shown in column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.

(7) This warrant is immediately exercisable.

(8) Upon completion of the Issuer's initial public offering, this warrant to purchase shares of Series A-1 Convertible Preferred Stock will automatically convert on an 18.967-for-one basis into a warrant to purchase shares of Common Stock.

(9) Upon completion of the Issuer's initial public offering, this warrant to purchase shares of Series B Convertible Preferred Stock will automatically convert on an 18.967-for-one basis into a warrant to purchase shares of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.