

bluebird bio, Inc.  
Form 4  
June 26, 2013

**FORM 4**

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

OMB APPROVAL

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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 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)

1. Name and Address of Reporting Person \*  
Polack Axel

(Last) (First) (Middle)

TVM V LIFE SCIENCE  
VENTURES GMBH &  
CO., MAXIMILIANSTRASSE 35,  
ENTRANCE C

(Street)

MUNICH, 2M 80539

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
bluebird bio, Inc. [BLUE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/24/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
Common Stock	06/24/2013		C	(A) 2,254,357 (1)	\$ 0 2,254,357	I	See footnote (2)

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

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SEC 1474 (9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Series A-1 Convertible Preferred Stock	(3)	06/24/2013		C		6,169,117	(3)	(3)	Common Stock
Series A-2 Convertible Preferred Stock	(3)	06/24/2013		C		11,835,834	(3)	(3)	Common Stock
Series B Convertible Preferred Stock	(3)	06/24/2013		C		17,749,014	(3)	(3)	Common Stock
Series C Convertible Preferred Stock	(3)	06/24/2013		C		3,994,248	(3)	(3)	Common Stock
Series D Convertible Preferred Stock	(3)	06/24/2013		C		3,010,234	(3)	(3)	Common Stock
Warrant to Purchase Series A-1 Stock (right to buy)	\$ 0.6619	06/24/2013		J <sup>(4)</sup>		660,982	(5)	11/16/2015	Series A Convertible Preferred Stock
Warrant to Purchase Common Stock (right to buy)	\$ 12.55	06/24/2013		J <sup>(4)</sup>	34,849		(5)	11/16/2015	Common Stock
Warrant to Purchase Series A-1 Stock (right to buy)	\$ 0.6619	06/24/2013		J <sup>(4)</sup>		440,650	(5)	10/26/2016	Series A Convertible Preferred Stock
	\$ 12.55	06/24/2013		J <sup>(4)</sup>	23,232		(5)	10/26/2016	

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Warrant to Purchase Common Stock (right to buy)									Common Stock
Warrant to Purchase Series A-1 Stock (right to buy)	\$ 0.6619	06/24/2013	J <sup>(4)</sup>	1,038,674	<u>(5)</u>	05/03/2017			Series A Convertible Preferred Stock
Warrant to Purchase Common Stock (right to buy)	\$ 12.55	06/24/2013	J <sup>(4)</sup>	54,760	<u>(5)</u>	05/03/2017			Common Stock
Warrant to Purchase Series A-1 Stock (right to buy)	\$ 0.6619	06/24/2013	J <sup>(4)</sup>	236,062	<u>(5)</u>	08/28/2018			Series A Convertible Preferred Stock
Warrant to Purchase Common Stock (right to buy)	\$ 12.55	06/24/2013	J <sup>(4)</sup>	12,445	<u>(5)</u>	08/28/2018			Common Stock
Warrant to Purchase Series A-1 Stock (right to buy)	\$ 0.6619	06/24/2013	J <sup>(4)</sup>	236,062	<u>(5)</u>	12/18/2018			Series A Convertible Preferred Stock
Warrant to Purchase Common Stock (right to buy)	\$ 12.55	06/24/2013	J <sup>(4)</sup>	12,445	<u>(5)</u>	12/18/2018			Common Stock
Warrant to Purchase Series A-1 Stock (right to buy)	\$ 0.6619	06/24/2013	J <sup>(4)</sup>	462,681	<u>(5)</u>	04/15/2019			Series A Convertible Preferred Stock
Warrant to Purchase Common Stock (right to buy)	\$ 12.55	06/24/2013	J <sup>(4)</sup>	24,393	<u>(5)</u>	04/15/2019			Common Stock
	\$ 0.3262	06/24/2013	J <sup>(6)</sup>	287,400	<u>(5)</u>	04/15/2019			



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