

bluebird bio, Inc.
Form S-1MEF
June 18, 2013

As filed with the Securities and Exchange Commission on June 18, 2013

Registration No. 333-

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

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

bluebird bio, Inc.

(Exact name of registrant as specified in its charter)

| | | |
|---|--|---|
| Delaware | 2836 | 13-3680878 |
| (State or other jurisdiction of incorporation or organization) | (Primary Standard Industrial Classification Code Number) 840 Memorial Drive, 4th Floor | (I.R.S. Employer Identification Number) |
| | Cambridge, MA 02139 | |
| | (617) 491-5601 | |

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Nick Leschly

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President and Chief Executive Officer

bluebird bio, Inc.

840 Memorial Drive, 4th Floor

Cambridge, MA 02139

(617) 491-5601

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Michael H. Bison, Esq.

Goodwin Procter LLP

Exchange Place

53 State Street

Boston, MA 02109

(617) 570-1000

Patrick O Brien, Esq.

Ropes & Gray LLP

Prudential Tower

800 Boylston Street

Boston, MA 02199

(617) 951-7000

Approximate date of commencement of proposed sale to public: As soon as practicable after this Registration Statement is declared effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. x 333-188605

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer "

Accelerated filer "

Non-accelerated filer x
(Do not check if a

Smaller reporting company "

smaller reporting company)

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CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered | Amount to be registered(1) | Proposed maximum aggregate offering price per share | Proposed maximum aggregate offering price | Amount of registration fee(2) |
|---|-----------------------------------|--|--|--------------------------------------|
| Common Stock, \$0.01 par value | 1,082,352 | \$17.00 | \$18,399,984 | \$2,509.76 |

(1) Represents only the additional number of shares being registered and includes 141,176 shares of common stock issuable upon exercise of the underwriters option to purchase additional shares. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-188605).

(2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price. The registrant previously registered securities at an aggregate offering price not to exceed \$92,000,000 on a Registration Statement on Form S-1 (File No. 333-188605), which was declared effective by the Securities and Exchange Commission on June 18, 2013. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$17.00 is hereby registered, which includes shares issuable upon the exercise of the underwriters option to purchase additional shares.

The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

Explanatory note and incorporation by reference

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the Securities Act). The contents of the Registration Statement on Form S-1 (File No. 333-188605) filed by bluebird bio, Inc. with the Securities and Exchange Commission (the Commission) pursuant to the Securities Act, which was declared effective by the Commission on June 18, 2013, are incorporated by reference into this Registration Statement.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Cambridge, Commonwealth of Massachusetts, on the 18th day of June, 2013.

bluebird bio, Inc.

By: /s/ Nick Leschly
 Nick Leschly
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Registration Statement on Form S-1 has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---------------------------|---|---------------|
| /s/ Nick Leschly | President, Chief Executive Officer and Director | June 18, 2013 |
| Nick Leschly | (Principal Executive Officer) | |
| /s/ Jeffrey T. Walsh | Chief Operating Officer and Secretary | June 18, 2013 |
| Jeffrey T. Walsh | (Principal Financial Officer) | |
| * | Vice President, Finance and Business Operations and Treasurer | June 18, 2013 |
| Linda C. Bain | (Principal Accounting Officer) | |
| * | Chairman of the Board | June 18, 2013 |
| Daniel S. Lynch | | |
| * | Director | June 18, 2013 |
| Wendy L. Dixon, Ph.D. | | |
| * | Director | June 18, 2013 |
| Steven Gillis, Ph.D. | | |
| * | Director | June 18, 2013 |
| John M. Maraganore, Ph.D. | | |
| * | Director | June 18, 2013 |
| Geert-Jan Mulder, M.D. | | |
| * | Director | June 18, 2013 |
| Dr. Axel Polack | | |
| * | Director | June 18, 2013 |
| David P. Schenkein, M.D. | | |

*

Director

June 18, 2013

Robert I. Tepper, M.D.

*By: /s/ Jeffrey T. Walsh

Jeffrey T. Walsh
Attorney-in-fact

Exhibit index

| Exhibit number | Description of exhibit |
|-----------------------|---|
| 5.1 | Opinion of Goodwin Procter LLP. |
| 23.1 | Consent of Ernst & Young LLP. |
| 23.2 | Consent of McGladrey LLP. |
| 23.3 | Consent of Goodwin Procter LLP (included in Exhibit 5.1). |
| 24.1* | Power of Attorney (included on signature page). |

* Previously filed on the signature page to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-188605), originally filed with the Securities and Exchange Commission on May 14, 2013 and incorporated by reference herein.