

bluebird bio, Inc.
Form 3
June 18, 2013

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *

Â Polack Axel

(Last) (First) (Middle)

2. Date of Event Requiring Statement (Month/Day/Year)

06/18/2013

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

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

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

(Street)

MUNICH,Â 2MÂ 80539

(City) (State) (Zip)

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 Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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| | 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 | X | X | 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.

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