

HIGH SUSANNA GATTI

Form 4/A

December 21, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HIGH SUSANNA GATTI

(Last) (First) (Middle)

**C/O BLUEBIRD BIO, INC., 60
BINNEY STREET**

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/06/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)
12/10/2018

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Operating Officer

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 Beneficial Ownership (Instr. 4)
Common Stock ⁽¹⁾	12/06/2018		M	15	A \$ 68.65	15,625 ⁽²⁾	D
Common Stock	12/06/2018		S ⁽³⁾	475	D \$ 104.1333	15,150 ⁽²⁾	D
Common Stock	12/06/2018		S ⁽³⁾	1,100	D \$ 106.1123	14,050 ⁽²⁾	D
Common Stock	12/06/2018		S ⁽³⁾	300	D \$ 106.7042	13,750 ⁽²⁾	D

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

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SEC 1474
(9-02)

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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Deriva Securit (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy) ⁽¹⁾	\$ 68.65	12/06/2018		M	15	<u>(7)</u>	12/01/2026	Common Stock	15	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HIGH SUSANNA GATTI C/O BLUEBIRD BIO, INC. 60 BINNEY STREET CAMBRIDGE, MA 02142			Chief Operating Officer	

Signatures

/s/ Jason F. Cole,
Attorney-in-fact

12/21/2018

 Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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) This Form 4 amendment is being filed to report the exercise of 15 stock options which was inadvertently omitted from the original Form 4 filed by the reporting person on December 10, 2018.

(2)

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The reporting person's amount of securities beneficially owned following the reporting transaction is amended to reflect the accurate amount owned.

- (3) The sales reported in this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on December 18, 2017.

The range in prices for the transaction reported on this line was \$104.01 to \$104.29. The average weighted price was \$104.1333. The

- (4) reporting person will provide, upon request by the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

The range in prices for the transaction reported on this line was \$105.50 to \$106.49. The average weighted price was \$106.1123. The

- (5) reporting person will provide, upon request by the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

The range in prices for the transaction reported on this line was \$106.51 to \$107.42. The average weighted price was \$106.7042. The

- (6) reporting person will provide, upon request by the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (7) This option vests over a four-year period at a rate of twenty-five percent (25%) on November 30, 2017, and in 36 equal monthly installments thereafter.

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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