

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)

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

(Street)

(Check all applicable)

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

MUNICH,Â 2MÂ 80539

(City)

(State)

(Zip)

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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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)

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	Â X	Â	Â	Â

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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