

GLAXOSMITHKLINE PLC

Form 3

June 27, 2018

**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 \*

GLAXOSMITHKLINE PLC

(Last)

(First)

(Middle)

980 GREAT WEST ROAD

(Street)

BRENTFORD

MIDDLESEX, X0 TW8 9GS

(City)

(State)

(Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

06/27/2018

3. Issuer Name and Ticker or Trading Symbol  
Translate Bio, Inc. [TBIO]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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)

**Persons who respond to the collection of 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)

Date      Expiration  
Exercisable      Date

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

Title      Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:  
Direct (D)  
or Indirect (I)  
(Instr. 5)

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

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Series A Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	1,674,016	\$ <u>(1)</u>	I	See Explanation of Responses <u>(5)</u>
Series B Preferred Stock	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	1,300,116	\$ <u>(2)</u>	I	See Explanation of Responses <u>(5)</u>
Series C Preferred Stock	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	454,550	\$ <u>(3)</u>	I	See Explanation of Responses <u>(5)</u>
Stock Option (Right to Buy)	Â <u>(4)</u>	03/06/2028	Common Stock	37,800	\$ 8.34	I	See Explanation of Responses <u>(4)</u> <u>(5)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GLAXOSMITHKLINE PLC 980 GREAT WEST ROAD BRENTFORD MIDDLESEX,Â X0Â TW8 9GS	Â	Â X	Â	Â

## Signatures

/s/ Victoria Whyte, SVP & Company Secretary,  
GlaxoSmithKline Plc

06/27/2018

\_\_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).

The Series A Preferred Stock is convertible into Common Stock on a 5.5555-for-one basis into the number of shares of Common Stock  
(1) shown in Column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares have no expiration date.

The Series B Preferred Stock is convertible into Common Stock on a 5.5555-for-one basis into the number of shares of Common Stock  
(2) shown in Column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares have no expiration date.

The Series C Preferred Stock is convertible into Common Stock on a 5.5555-for-one basis into the number of shares of Common Stock  
(3) shown in Column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares have no expiration date.

This stock option was granted on March 7, 2018 with respect to 37,800 Common Shares with 25% of the shares vesting on March 7, 2019, and thereafter 2.0833% vesting monthly until March 7, 2022. The stock option was granted to Brian M. Gallagher, Jr. as director's  
(4) compensation. As a Partner and Vice President at S.R. One, Limited and an employee of GlaxoSmithKline LLC, Brian M. Gallagher, Jr. is obligated to transfer any shares issued under the stock option to S.R. One, Limited, an indirect, wholly-owned subsidiary of GlaxoSmithKline plc.

(5) The shares reported herein are held of record by S.R. One, Limited, an indirect, wholly-owned subsidiary of GlaxoSmithKline plc (the "Reporting Person").

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.