

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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information contained in this form are not  
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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)

## Edgar Filing: bluebird bio, Inc. - Form 3

	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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