

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 *
Ä TVM V LIFE SCIENCE
VENTURES GMBH & CO KG
(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 __X__ 10%
Owner
____ Officer ____ Other
(give title below) (specify below)

6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
__X__ Form filed by More than One
Reporting Person

C/O TVM CAPITAL
GROUP,Ä MAXIMILIANSTRASSE
35C

(Street)

MUNICH,Ä 2MÄ 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)

**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)

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

Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

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

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	Date Exercisable	Expiration Date		Amount or Number of Shares		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>	D <u>(5)</u>	Â
Series A-2 Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	624,021	\$ <u>(1)</u>	D <u>(5)</u>	Â
Series B Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	935,783	\$ <u>(1)</u>	D <u>(5)</u>	Â
Series C Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	210,589	\$ <u>(1)</u>	D <u>(5)</u>	Â
Series D Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	158,709	\$ <u>(1)</u>	D <u>(5)</u>	Â
Series A-1 Warrants	Â <u>(2)</u>	11/16/2015	Series A-1 Convertible Preferred Stock <u>(3)</u>	660,982	\$ 12.55	D <u>(5)</u>	Â
Series A-1 Warrants	Â <u>(2)</u>	10/26/2016	Series A-1 Convertible Preferred Stock <u>(3)</u>	440,650	\$ 12.55	D <u>(5)</u>	Â
Series A-1 Warrants	Â <u>(2)</u>	05/03/2017	Series A-1 Convertible Preferred Stock <u>(3)</u>	1,038,674	\$ 12.55	D <u>(5)</u>	Â
Series A-1 Warrants	Â <u>(2)</u>	08/28/2018	Series A-1 Convertible Preferred Stock <u>(3)</u>	236,062	\$ 12.55	D <u>(5)</u>	Â
Series A-1 Warrants	Â <u>(2)</u>	12/18/2018	Series A-1 Convertible Preferred Stock <u>(3)</u>	236,062	\$ 12.55	D <u>(5)</u>	Â
Series A-1 Warrants	Â <u>(2)</u>	04/15/2019	Series A-1 Convertible Preferred Stock <u>(3)</u>	462,681	\$ 12.55	D <u>(5)</u>	Â
Series B Warrants	Â <u>(2)</u>	04/15/2019	Series B Convertible Preferred Stock <u>(4)</u>	287,400	\$ 6.19	D <u>(5)</u>	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TVM V LIFE SCIENCE VENTURES GMBH & CO KG C/O TVM CAPITAL GROUP MAXIMILIANSTRASSE 35C MUNICH, 80539	â	â X	â	â
TVM Capital GmbH C/O TVM CAPITAL GROUP MAXIMILIANSTRASSE 35C MUNICH, 80539	â	â X	â	â
Polack Axel C/O TVM CAPITAL GROUP MAXIMILIANSTRASSE 35C MUNICH, 80539	â	â X	â	â
SCHUHSLER HELMUT C/O TVM CAPITAL GROUP MAXIMILIANSTRASSE 35C MUNICH, 80539	â	â X	â	â
Goll Alexandra C/O TVM CAPITAL GROUP MAXIMILIANSTRASSE 35C MUNICH, 80539	â	â X	â	â
Birner Hubert C/O TVM CAPITAL GROUP MAXIMILIANSTRASSE 35C MUNICH, 80539	â	â X	â	â
Fischer Stefan C/O TVM CAPITAL GROUP MAXIMILIANSTRASSE 35C MUNICH, 80539	â	â X	â	â

Signatures

/s/Stefan Fischer, Attorney-in-Fact for
TVM V Life Science Ventures GmbH
& Co. KG 06/18/2013

__Signature of Reporting Person

Date

/s/Stefan Fischer, Attorney-in-Fact for
TVM Capital GmbH 06/18/2013

__Signature of Reporting Person

Date

/s/Stefan Fischer, Attorney-in-Fact for
Axel Polack 06/18/2013

__Signature of Reporting Person

Date

/s/Stefan Fischer, Attorney-in-Fact for Helmut Schuehsler	06/18/2013
__Signature of Reporting Person	Date
/s/Stefan Fischer, Attorney-in-Fact for Alexandra Goll	06/18/2013
__Signature of Reporting Person	Date
/s/Stefan Fischer, Attorney-in-Fact for Hubert Birner	06/18/2013
__Signature of Reporting Person	Date
/s/Stefan Fischer	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 shares are convertible into bluebird bio, Inc. ("bluebird") Common Stock for the amounts shown and will automatically convert upon the closing of the initial public offering of bluebird without payment of further consideration.
 - (2) This warrant is immediately exercisable.
 - (3) Upon the closing of the initial public offering of bluebird, 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.
 - (4) Upon the closing of the initial public offering of bluebird, 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.
- The shares are held directly by TVM V Life Science Ventures GmbH & Co. KG ("TVM V"). TVM V's general partner, TVM Capital GmbH ("TVM"), and its authorized officers, Axel Polack ("Polack"), Helmut Schuehsler ("Schuehsler"), Alexandra Goll ("Goll"), Hubert Birner ("Birner") and Stefan Fischer ("Fischer") may be deemed to share voting and dispositive power over the shares held by TVM V. Each of TVM, Polack, Schuehsler, Goll, Birner and Fischer disclaims beneficial ownership of these shares except to the extent of their pecuniary interest therein, if any.

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.