

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)

C/O TVM CAPITAL
GROUP,Ä MAXIMILIANSTRASSE
35C

(Street)

(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

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)

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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) 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 (1) (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, 2 80539 | Â | Â X | Â | Â |
| TVM Capital GmbH C/O TVM CAPITAL GROUP MAXIMILIANSTRASSE 35C MUNICH, 2 80539 | Â | Â X | Â | Â |
| Polack Axel C/O TVM CAPITAL GROUP MAXIMILIANSTRASSE 35C MUNICH, 2 80539 | Â | Â X | Â | Â |
| SCHUHSLER HELMUT C/O TVM CAPITAL GROUP MAXIMILIANSTRASSE 35C MUNICH, 2 80539 | Â | Â X | Â | Â |
| Goll Alexandra C/O TVM CAPITAL GROUP MAXIMILIANSTRASSE 35C MUNICH, 2 80539 | Â | Â X | Â | Â |
| Birner Hubert C/O TVM CAPITAL GROUP MAXIMILIANSTRASSE 35C MUNICH, 2 80539 | Â | Â X | Â | Â |
| Fischer Stefan C/O TVM CAPITAL GROUP MAXIMILIANSTRASSE 35C MUNICH, 2 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.