

bluebird bio, Inc.  
Form S-8  
March 05, 2014

As filed with the Securities and Exchange Commission on March 5, 2014

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**bluebird bio, Inc.**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or Other Jurisdiction of**  
**Incorporation or Organization)**

**bluebird bio, Inc.**

**13-3680878**  
**(I.R.S. Employer**  
**Identification No.)**

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**150 Second Street**

**Cambridge, MA 02141**

**(339) 499-9300**

**(Address of Principal Executive Offices)**

**2013 STOCK OPTION AND INCENTIVE PLAN**

**(Full Title of the Plan)**

**Nick Leschly**

**President and Chief Executive Officer**

**bluebird bio, Inc.**

**150 Second Street**

**Cambridge, MA 02141**

**(339) 499-9300**

**(Name and Address of Agent For Service)**

*Copy to:*

**Michael H. Bison, Esq.**

**Goodwin Procter LLP**

**Exchange Place**

**53 State Street**

**Boston, Massachusetts 02109**

**(617) 570-1000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered <sup>(1)</sup>	Proposed	Proposed	Amount of Registration Fee <sup>(3)</sup>
		Maximum Offering Price per Share <sup>(2)</sup>	Maximum Aggregate Offering Price	
2013 Stock Option and Incentive Plan	960,320 shares	\$24.74	\$23,758,316.80	\$3,060.07
Common Stock, \$0.01 par value per share				

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act), this registration statement shall also cover any additional shares of common stock which become issuable under the above-named plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding shares of common stock. Pursuant to Rule 416(c) under the Securities Act, this registration statement shall also cover an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.
- (2) The price of \$24.74 per share, which is the average of the high and low sale prices of the common stock of the registrant on the NASDAQ Global Select Market on March 3, 2014, is set forth solely for purposes of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act and has been used as these shares are without a fixed price.
- (3) Calculated pursuant to Section 6(b) of the Securities Act.

**This Registration Statement registers additional securities of the same class as other securities for which a registration statement filed on Form S-8 (SEC File No. 333-189560) of the Registrant is effective. The information contained in the Registrant's registration statement on Form S-8 (SEC File No. 333-189560) is hereby incorporated by reference pursuant to General Instruction E.**

**Part II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

See the Exhibit Index on the page immediately preceding the exhibits for a list of exhibits filed as part of this registration statement, which Exhibit Index is incorporated herein by reference.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, on the 5th day of March, 2014.

**bluebird bio, Inc.**

By: /s/ Nick Leschly  
Nick Leschly  
President and Chief Executive Officer

**POWER OF ATTORNEY**

We, the undersigned officers and directors of bluebird bio, Inc., hereby severally constitute and appoint Nick Leschly and Jeffrey T. Walsh, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him and in his name, place and stead, and in any and all capacities, to sign for us and in our names in the capacities indicated below any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as full to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated below on the 5th day of March, 2014.

<b>Signature</b>	<b>Title</b>
/s/ Nick Leschly <b>Nick Leschly</b>	President and Chief Executive Officer  (Principal Executive Officer)
/s/ Jeffrey T. Walsh <b>Jeffrey T. Walsh</b>	Chief Operating Officer and Secretary  (Principal Financial Officer)
/s/ Linda C. Bain <b>Linda C. Bain</b>	Vice President, Finance and Business Operations and Treasurer (Principal Accounting Officer)
/s/ Daniel S. Lynch <b>Daniel S. Lynch</b>	Chairman of the Board

/s/ Wendy L. Dixon, Ph.D.  
**Wendy L. Dixon, Ph.D.** Director

/s/ Steven Gillis, Ph.D.  
**Steven Gillis, Ph.D.** Director

/s/ John M. Maraganore, Ph.D.  
**John M. Maraganore, Ph.D.** Director

/s/ James Mandell, M.D.  
**James Mandell, M.D.** Director

Signature	Title
/s/ David P. Schenkein, M.D. <b>David P. Schenkein, M.D.</b>	Director
/s/ Robert I. Tepper <b>Robert I. Tepper</b>	Director

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
4.1	Specimen common stock certificate (Incorporated by reference to Exhibit 4.1 to the registrant's Registration Statement on Form S-1, as amended (File No. 333-188605)).
4.2	Amended and Restated Certificate of Incorporation (Incorporated by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed June 24, 2013 (File No. 001-35966)).
4.3	Amended and Restated Bylaws (Incorporated by reference to Exhibit 3.2 to the registrant's Current Report on Form 8-K filed June 24, 2013 (File No. 001-35966)).
5.1*	Opinion of Goodwin Procter LLP.
23.1*	Consent of Goodwin Procter LLP (included in Exhibit 5.1).
23.2*	Consent of Ernst & Young LLP.
23.3*	Consent of McGladrey LLP.
24.1	Power of attorney (included on signature page).

\* Filed herewith.