SEC Form 4	
------------	--

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 OMB Number:

Section 16. Form 4 or Form 5 obligations may continue. See							AND OF CHANGES IN BENEFICIAL OWNERSHIP ad pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940													
1. Name and Address of Reporting Person [*] LYNCH DANIEL						2. Issuer Name and Ticker or Trading Symbol <u>2seventy bio, Inc.</u> [TSVT]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner Officer (give title Other (specify below) below)					
(Last) (First) (Middle) 2SEVENTY BIO, INC.						3. Date of Earliest Transaction (Month/Day/Year) 11/11/2021														
60 BINNEY STREET					4.1	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable					
(Street) CAMBRIDGE MA 02142															Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(S	tate)	(Zip)																	
		Tab	le I - Nor	1-Deriv	vative	e Se	curitie	s Ao	cquired, I	Dis	oosed o	of, or B	enefi	cial	ly Owned	k				
1. Title of Security (Instr. 3) Date (Month/D						2A. Deemed Execution Date, if any (Month/Day/Year)		Code (Ir				4 and Securi Benefi		es ally =ollowing	Forn (D) o	n: Direct r Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership			
									Code	v	Amount	Amount (A) or (D) Pr		rice	Transac	Transaction(s) (Instr. 3 and 4)			(Instr. 4)	
Common	Stock ⁽¹⁾⁽²⁾⁽³⁾)		11/11/2021		1			A		2,80	2,803 A		\$ <mark>0</mark>	5,4	53(4)	53 ⁽⁴⁾			
		T							quired, Di s, options						Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Da	Date,	4. Transactio Code (Inst 8)		5. Number n of		Expiration I	6. Date Exercisable a Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Secu (Instr. 3 and 4)		ırity	8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e s Ily J	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisable		xpiration ate	Title	Amo or Nun of Sha							
Stock Option (right to buy)	\$8.55	11/11/2021			A ⁽⁵⁾		7,660		(6)	0	1/16/2023	Common Stock	7,6	60	\$0	7,660)	D		
Stock Option (right to buy)	\$39.07	11/11/2021			A ⁽⁵⁾		3,445		(6)	0	6/11/2024	Common Stock	3,4	45	\$0	3,445	5	D		
Stock Option (right to buy)	\$287.25	11/11/2021			A ⁽⁵⁾		3,445		(6)	0	5/04/2025	Common Stock	3,4	145	\$0	3,445	5	D		
Stock Option (right to buy)	\$74.34	11/11/2021			A ⁽⁵⁾		1,837		(6)	0	5/02/2026	Common Stock	1,8	337	\$0	1,837	7	D		
Stock Option (right to buy)	\$172.37	11/11/2021			A ⁽⁵⁾		1,837		(6)	0	5/08/2027	Common Stock	1,8	37	\$0	1,837	7	D		
Stock Option (right to buy)	\$284.33	11/11/2021			A ⁽⁵⁾		1,837		(6)	0	5/20/2028	Common Stock	1,8	37	\$0	1,837	7	D		
Stock Option (right to buy)	\$189.47	11/11/2021			A ⁽⁵⁾		1,837		(6)	0	5/06/2029	Common Stock	1,8	37	\$0	1,837	7	D		
Stock Option (right to buy)	\$99.53	11/11/2021			A ⁽⁵⁾		1,378		(6)	0	6/18/2030	Common Stock	1,3	378	\$0	1,378	3	D		
Stock Option (right to buy)	\$50.98	11/11/2021			A ⁽⁵⁾		4,507		(7)	0	6/15/2031	Common Stock	4,5	507	\$0	4,507	7	D		

Explanation of Responses:

1. In connection with the separation (the "Separation") of seventy bio, Inc. ("2seventy") from bluebird bio, Inc. ("bluebird"), the reporting person received restricted stock units, each representing the right to receive a share of 2seventy's common stock, as a result of the adjustment of existing bluebird restricted stock units prior to the Separation (see footnotes 2 and 3). This restricted stock unit award vests 100% on the earlier of June 15, 2022 or the date of the next annual meeting of stockholders.

2. bluebird equity awards granted prior to January 1, 2021 were converted into equity awards of both bluebird and 2seventy. The number of shares underlying the converted bluebird equity awards was determined by multiplying the number of shares underlying the existing bluebird equity award by a fraction, the numerator of which is the volume-weighted average rading price of bluebird common stock (trading "regular way") on the five trading days immediately prior to the distribution date (the "bluebird Pre-Distribution VWAP"), the denominator of which is the sum of (1) the volume-weighted average trading price of 2seventy common stock (trading "regular way") on the five trading days immediately following the distribution date (the "2seventy VWAP") multiplied by the distribution ratio and (2) the volume-weighted average trading price of bluebird common stock (trading "regular way") on the five trading days immediately following the distribution date (the "bluebird Post-Distribution VWAP").

3. The number of shares underlying the converted 2seventy equity awards was determined by multiplying the number of shares underlying the existing bluebird equity awards by a fraction, the numerator of which is the bluebird Pre-Distribution VWAP and the denominator of which is the sum of (1) the 2seventy VWAP multiplied by the distribution ratio and (2) the quotient obtained by dividing the bluebird Post-Distribution VWAP by the distribution ratio. bluebird equity awards granted on or after January 1, 2021, such equity awards were converted into 2seventy equity awards. The number of shares of 2seventy common stock underlying such converted equity awards is equal to the number of shares of bluebird common stock subject to the equity award immediately prior to the distribution multiplied by a fraction, the numerator of which is the bluebird Pre-Distribution VWAP and the denominator of which is the 2seventy VWAP.

4. Includes 2,650 shares of 2seventy's common stock received in a pro rata distribution by bluebird as a result of the Separation.

5. Represents options to purchase shares of 2seventy's common stock granted to the reporting person in connection with the Separation (see footnotes 2 and 3).

6. This option is fully vested and exercisable as of the date hereof (see footnotes 2 and 3).

7. This option vests 100% on the earlier of June 15, 2022 or the date of the next annual meeting of stockholders (see footnotes 2 and 3).

Remarks:

<u>/s/ Teresa Jurgensen, Attorney-</u> <u>11/16/2021</u> <u>in-Fact</u>

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.