

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>MCDONOUGH GEOFF</u>  (Last) (First) (Middle) <u>C/O GENERATION BIO CO., 301 BINNEY ST</u>  (Street) <u>CAMBRIDGE MA 02142</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Generation Bio Co. [ GBIO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>PRESIDENT AND CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/10/2025</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
Common Stock									1,342,492 <sup>(1)</sup>	D	
Common Stock									226,462	I	By 2018 Trust <sup>(2)</sup>
Common Stock									275,000	I	By 2020 Trust <sup>(3)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$0.926	01/10/2025		A		901,690		(4)	01/09/2035	Common Stock	901,690	\$0	901,690	D	

**Explanation of Responses:**

- Includes 4,863 shares acquired under the company's employee stock purchase plan since October 15, 2024.
- The securities are directly held by the McDonough Family 2018 Irrevocable Trust, or the 2018 Trust. The reporting person is the settlor of the 2018 Trust, Allison L. McDonough and David S. Grayzel are trustees for the 2018 Trust, and the 2018 Trust is for the benefit of Graeme and Owen McDonough. The reporting person may be deemed to beneficially own the shares of common stock owned by the 2018 Trust.
- The securities are directly held by the McDonough Family 2020 Irrevocable Trust, or the 2020 Trust. The reporting person is the settlor of the 2020 Trust, Allison L. McDonough and David S. Grayzel are trustees for the 2020 Trust, and the 2020 Trust is for the benefit of Allison, Graeme and Owen McDonough. The reporting person may be deemed to beneficially own the shares of common stock owned by the 2020 Trust.
- The option to purchase 901,690 shares was granted on January 10, 2025. The shares underlying the option vest over four years, with 25% of the shares vesting on January 10, 2026 and the remaining shares vesting in equal quarterly installments thereafter.

/s/ Shawna-Gay White,  
Attorney-in-Fact

01/14/2025

\*\* 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.

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