

<b>OMB APPROVAL</b>	
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Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed 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* <u>Atlas Venture Fund X, L.P.</u> <hr/> (Last) (First) (Middle) 300 TECHNOLOGY SQUARE, 8TH FLOOR <hr/> (Street) CAMBRIDGE MA 02139 <hr/> (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/16/2021	
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	06/16/2021		J <sup>(1)</sup>		1,000,000	D	\$0.00	8,111,939	D	
Common Stock	06/16/2021		J <sup>(2)</sup>		100,000	D	\$0.00	1,266,937	I	See footnote <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					

1. Name and Address of Reporting Person\*  
Atlas Venture Fund X, L.P.  


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 (Last) (First) (Middle)  
 300 TECHNOLOGY SQUARE, 8TH FLOOR  


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 (Street)  
 CAMBRIDGE MA 02139  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Atlas Venture Opportunity Fund I, L.P.  


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 (Last) (First) (Middle)  
 300 TECHNOLOGY SQUARE, 8TH FLOOR  


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 (Street)  
 CAMBRIDGE MA 02139  


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 (City) (State) (Zip)

**Explanation of Responses:**

1. Represents a pro rata distribution, and not a purchase or sale of securities, by Atlas Venture Fund X, L.P. ("Atlas Venture Fund X") to its general partner and limited partners without additional consideration. This distribution was effected pursuant to a plan adopted by Atlas Venture Fund X pursuant to Rule 10b5-1 on April 20, 2021.
2. Represents a pro rata distribution, and not a purchase or sale of securities, by Atlas Venture Opportunity Fund I, LP ("AVOF I") to its general partner and limited partners without additional consideration. This distribution was effected pursuant to a plan adopted by AVOF I pursuant to Rule 10b5-1 on April 20, 2021.
3. The shares are owned directly by AVOF I.

**Remarks:**

[Atlas Venture Associates X, L.P., its general partner, By: Atlas Venture Associates X, LLC, its general partner, By: /s/ Ommer Chohan, Chief Financial Officer](#)

[Atlas Venture Opportunity Fund I, L.P., By: Atlas Venture Associates Opportunity I, L.P., its general partner, By: Atlas Venture Associates Opportunity I, LLC, its general partner, By: Ommer Chohan, Chief Financial Officer, /s/ Ommer Chohan](#)

[06/21/2021](#)

\*\* 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.**