

OMB APPROVAL	
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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>Flynn James E</u> <hr/> (Last) (First) (Middle) 780 THIRD AVENUE 37TH FLOOR <hr/> (Street) NEW YORK NY 10017 <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) <input checked="" type="checkbox"/> Other (specify below) Possible Member of 10% Group
	3. Date of Earliest Transaction (Month/Day/Year) 06/16/2020	
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	06/16/2020		C		703,332	A	(1)	703,332	I	Through Deerfield Partners, L.P. ⁽³⁾⁽⁴⁾	
Common Stock	06/16/2020		C		257,883	A	(2)	961,215	I	Through Deerfield Partners, L.P. ⁽³⁾⁽⁴⁾	
Common Stock	06/16/2020		P		225,000	A	\$19	1,186,215	I	Through Deerfield Partners, L.P. ⁽³⁾⁽⁴⁾	

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	Amount or Number of Shares				
Series B Preferred Stock	(1)	06/16/2020		C		1,093,410		(1)	(1)	Common Stock	703,332	(1)	0	I	Through Deerfield Partners, L.P. ⁽³⁾⁽⁴⁾
Series C Preferred Stock	(2)	06/16/2020		C		455,500		(2)	(2)	Common Stock	257,883	(2)	0	I	Through Deerfield Partners, L.P. ⁽³⁾⁽⁴⁾

1. Name and Address of Reporting Person*
Flynn James E

 (Last) (First) (Middle)
 780 THIRD AVENUE
 37TH FLOOR

 (Street)
 NEW YORK NY 10017

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Deerfield Mgmt L.P.

 (Last) (First) (Middle)
 780 THIRD AVENUE
 37TH FLOOR

 (City) (State) (Zip)

(Street)	NEW YORK	NY	10017
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
<u>DEERFIELD MANAGEMENT COMPANY, L.P.</u> <u>(SERIES C)</u>			
(Last)	(First)	(Middle)	
780 THIRD AVENUE, 37TH FLOOR			
(Street)	NEW YORK	NY	10017
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
<u>DEERFIELD PARTNERS, L.P.</u>			
(Last)	(First)	(Middle)	
780 THIRD AVENUE 37TH FLOOR			
(Street)	NEW YORK	NY	10017
(City)	(State)	(Zip)	

Explanation of Responses:

- Each share of Series B Preferred Stock automatically converted into 1.554614 shares of the Issuer's common stock upon the closing of the Issuer's initial public offering. The number of shares reported herein gives effect to the 1-for-1.7663 reverse split of the Issuer's common stock effected by the Issuer on June 5, 2020 in connection with its initial public offering.
- Each share of Series C Preferred Stock automatically converted into 1.766304 shares of the Issuer's common stock upon the closing of the Issuer's initial public offering. The number of shares reported herein gives effect to the 1-for-1.7663 reverse split of the Issuer's common stock effected by the Issuer on June 5, 2020 in connection with its initial public offering.
- This Form 4 is being filed by the undersigned as well as the entities listed on the Joint Filer Information Statement attached as an exhibit hereto (the "Reporting Persons"). Deerfield Mgmt, L.P. is the general partner of Deerfield Partners, L.P. (the "Fund"). Deerfield Management Company, L.P. is the investment manager of the Fund. James E. Flynn is the sole member of the general partner of each of Deerfield Mgmt, L.P. and Deerfield Management Company, L.P.
- In accordance with Instruction 4(b)(iv) to Form 4, the entire amount of the Issuer's securities held by the Fund is reported herein. For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, each Reporting Person disclaims beneficial ownership of any such securities, except to the extent of his/its indirect pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.

Remarks:

Jonathan Isler, Attorney-in-Fact: Power of Attorney, which is hereby incorporated by reference to Exhibit 24 to a Form 3 with regard to Proteon Therapeutics, Inc. filed with the Securities and Exchange Commission on August 4, 2017 by Deerfield Special Situations Fund, L.P., Deerfield Partners, L.P., Deerfield International Master Fund, L.P., Deerfield Private Design Fund III, L.P., Deerfield Private Design Fund IV, L.P., Deerfield Mgmt, L.P., Deerfield Mgmt III, L.P., Deerfield Mgmt IV, L.P., Deerfield Management Company, L.P., and James E. Flynn.

/s/ Jonathan Isler, Attorney-in-
Fact 06/16/2020

** 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.

Joint Filer Information

Name: Deerfield Mgmt, L.P., Deerfield Management Company, L.P., and Deerfield Partners, L.P.
Address: 780 Third Avenue, 37th Floor
New York, NY 10017
Designated Filer: James E. Flynn
Issuer and Ticker Symbol: Generation Bio Co. [GBIO]
Date of Event Requiring Statement: June 16, 2020

The undersigned, Deerfield Mgmt, L.P., Deerfield Management Company, L.P. and Deerfield Partners, L.P. are jointly filing the attached Statement of Changes in Beneficial Ownership on Form 4 with James E. Flynn with respect to the beneficial ownership of securities of Generation Bio Co.

Signatures:

DEERFIELD MGMT, L.P.
By: J.E. Flynn Capital, LLC, General Partner

By: /s/ Jonathan Isler
Jonathan Isler, Attorney-In-Fact

DEERFIELD MANAGEMENT COMPANY, L.P.
By: Flynn Management LLC, General Partner

By: /s/ Jonathan Isler
Jonathan Isler, Attorney-In-Fact

DEERFIELD PARTNERS, L.P.
By: Deerfield Mgmt, L.P., General Partner
By: J.E. Flynn Capital, LLC, General Partner

By: /s/ Jonathan Isler
Jonathan Isler, Attorney-In-Fact