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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)**

Filed by the
Registrant

Filed by a Party other than the
Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

GENERATION BIO CO.

(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
-

Your **Vote** Counts!

GENERATION BIO CO.

2023 Annual Meeting
Vote by June 7, 2023
11:59 PM ET

GENERATION BIO CO.
301 BINNEY STREET
CAMBRIDGE, MA 02142



V00033-P90060

You invested in GENERATION BIO CO. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on June 8, 2023.**

Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 25, 2023. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

June 8, 2023
9:00 AM, ET

Virtually at:
www.virtualshareholdermeeting.com/GBIO2023

*Please check the meeting materials for any special requirements for meeting attendance.

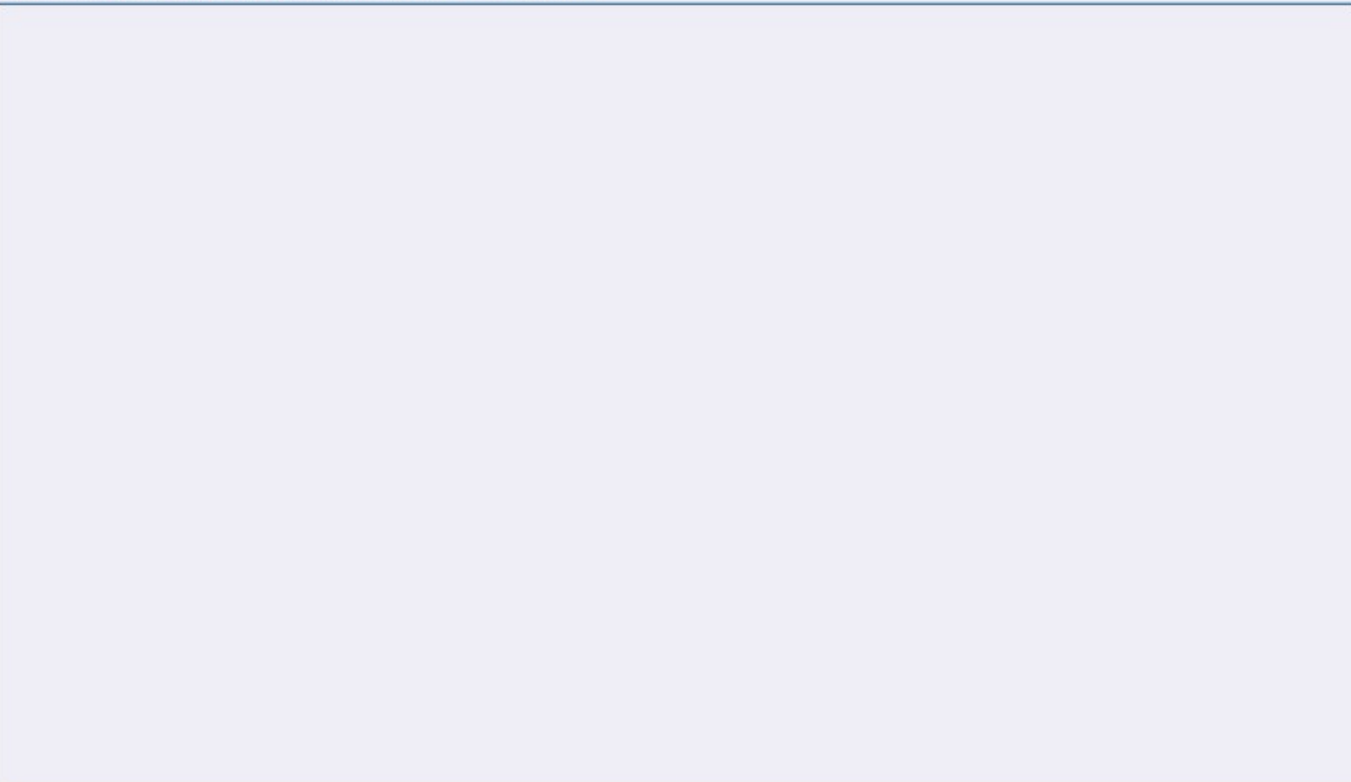
VI.1

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of four Class III directors to our board of directors, each to serve until the 2026 Annual Meeting of Stockholders. Nominees: 01) Dannielle Appelhans 02) Gustav Christensen 03) Charles Rowland 04) Catherine Stehman-Breen	✔ For
2. Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2023.	✔ For
3. Approval of an amendment to our restated certificate of incorporation to reflect new Delaware law provisions regarding officer exculpation.	✔ For
4. Approval, on an advisory (non-binding) basis, of the compensation of our named executive officers.	✔ For

NOTE: In their discretion, the proxyholders are authorized to vote upon such other business as may properly come before the meeting and any adjournment or postponement thereof.



Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".