

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>Rhodes Jason P</u> (Last) (First) (Middle) <u>C/O GENERATION BIO CO.,</u> <u>301 BINNEY STREET</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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/16/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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		10,040,032	A	(1)(2)	12,630,758	I	See Footnote ⁽³⁾

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
Series A Preferred Stock	(1)	06/16/2020		C		15,051,020		(1)	(1)	Common Stock	8,521,213	\$0.00	0	I	See Footnote ⁽⁴⁾
Series C Preferred Stock	(2)	06/16/2020		C		2,682.69		(2)	(2)	Common Stock	1,518,819	\$0.00	0	I	See Footnote ⁽⁵⁾

Explanation of Responses:

- On June 16, 2020, the Series A Preferred Stock automatically converted into Common Stock on a 1.7663-for-one basis without payment of further consideration upon closing of the initial public offering of the Issuer's common stock. The shares had no expiration date.
- On June 16, 2020, the Series C Preferred Stock automatically converted into Common Stock on a 1.7663-for-one basis without payment of further consideration upon closing of the initial public offering of the Issuer's common stock. The shares had no expiration date.
- Includes 11,111,939 shares held by Atlas Venture Fund X, L.P. ("Atlas Venture Fund X") and 1,518,819 shares held by Atlas Venture Opportunity Fund I, L.P. ("Atlas Venture Opportunity Fund I"). The general partner of Atlas Venture Fund X is Atlas Venture Associates X, L.P. ("AVA X LP"). Atlas Venture Associates X, LLC ("AVA X LLC") is the general partner of AVA X LP. The reporting person is a member of AVA X LLC and disclaims beneficial ownership of such securities held by Atlas Venture Fund X, except to the extent of his pecuniary interest therein, if any. The general partner of Atlas Venture Opportunity Fund I is Atlas Venture Associates Opportunity I, L.P. ("AVAO I LP"). Atlas Venture Associates Opportunity I, LLC ("AVAO I LLC") is the general partner of AVAO I LP. The reporting person is a member of AVAO I LLC and disclaims beneficial ownership of such securities held by Atlas Venture Opportunity Fund I, except to the extent of his pecuniary interest therein, if any.
- The shares are held directly by Atlas Venture Fund X. The general partner of Atlas Venture Fund X is AVA X LP. AVA X LLC is the general partner of AVA X LP. The reporting person is a member of AVA X LLC and disclaims beneficial ownership of such securities held by Atlas Venture Fund X, except to the extent of his pecuniary interest therein, if any.
- The shares are held directly by Atlas Venture Opportunity Fund I. The general partner of Atlas Venture Opportunity Fund I is AVAO I LP. AVAO I LLC is the general partner of AVAO I LP. The reporting person is a member of AVAO I LLC and disclaims beneficial ownership of such securities held by Atlas Venture Opportunity Fund I, except to the extent of his pecuniary interest therein, if any.

Remarks:

/s/ Ommer Chohan, Attorney-in-Fact 06/18/2020

** 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.