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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): June 9, 2022**

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**Generation Bio Co.**

(Exact Name of Registrant as Specified in Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-39319**  
(Commission  
File Number)

**81-4301284**  
(IRS Employer  
Identification No.)

**301 Binney Street  
Cambridge, MA**

(Address of Principal Executive Offices)

**02142**

(Zip Code)

**Registrant's telephone number, including area code: (617) 655-7500**

**Not applicable**

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

**Title of each class**  
**Common Stock, \$0.0001 par value**  
**per share**

**Trading Symbol(s)**  
**GBIO**

**Name of each exchange on which registered**  
**Nasdaq Global Select Market**

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On June 9, 2022, Generation Bio Co. (the “Company”) held its 2022 annual meeting of stockholders (the “Annual Meeting”). A total of 57,074,903 shares of common stock were entitled to vote as of April 11, 2022, the record date for the Annual Meeting. There were 55,645,157 shares of common stock present virtually or represented by proxy at the Annual Meeting, constituting a quorum to conduct business.

The following proposals were voted upon at the Annual Meeting:

- Proposal 1 Election of Ron Cooper, Anthony Quinn, M.B. Ch.B., Ph.D. and Jason Rhodes as Class II directors to the Company’s board of directors, each to serve until the 2025 annual meeting of stockholders;
- Proposal 2 Ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022;
- Proposal 3 Approval, on an advisory (non-binding) basis, of the compensation of the Company’s named executive officers; and
- Proposal 4 Approval, on an advisory (non-binding) basis, of the frequency of the advisory vote to approve the compensation of the Company’s named executive officers.

On June 9, 2022, Broadridge Financial Solutions, Inc., the independent inspector of election for the Annual Meeting, delivered its final report as to the voting results for each of these proposals. The following are the final voting results for each of the items voted on at the Annual Meeting:

**Proposal 1. Election of Class II Directors.**

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Ron Cooper	47,272,253	6,191,202	2,181,702
Anthony Quinn, M.B. Ch.B., Ph.D.	46,508,351	6,955,104	2,181,702
Jason Rhodes	31,080,918	22,382,537	2,181,702

Based on the votes set forth above, the stockholders of the Company elected Ron Cooper, Anthony Quinn, M.B. Ch.B., Ph.D. and Jason Rhodes as Class II directors to the Company’s board of directors, each to serve until the 2025 annual meeting of stockholders.

**Proposal No. 2. Ratification of Appointment of Ernst & Young LLP.**

Votes For	Votes Against	Abstentions
55,643,151	2,000	6

Based on the votes set forth above, the stockholders of the Company ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm to serve for the year ending December 31, 2022.

**Proposal No. 3. Advisory (Non-Binding) Vote on Executive Compensation**

Votes For	Votes Against	Abstentions	Broker Non-Votes
49,689,888	3,770,022	3,545	2,181,702

Based on the votes set forth above, the stockholders of the Company approved, on an advisory (non-binding) basis, of the compensation of its named executive officers.

**Proposal No. 4. Advisory (Non-Binding) Vote on the Frequency of Future Executive Compensation Advisory Votes**

Votes for 1 Year	Votes for 2 Years	Votes for 3 Years	Abstentions	Broker Non-Votes
53,414,932	3,704	42,582	2,237	2,181,702

Based on the votes set forth above, the stockholders of the Company approved, on an advisory (non-binding) basis, of an annual vote on the compensation of its named executive officers.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 10, 2022

GENERATION BIO CO.

By: /s/ Geoff McDonough

Name: Geoff McDonough, M.D.

Title: President and Chief Executive Officer

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