

bluebird bio, Inc.  
Form 8-K  
July 30, 2014

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): July 30, 2014**

**bluebird bio, Inc.**

**(Exact name of registrant as specified in its charter)**

**DELAWARE**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-35966**  
**(Commission**  
  
**File Number)**

**13-3680878**  
**(I.R.S. Employer**  
  
**Identification No.)**

**150 Second Street**  
  
**Cambridge, MA**

**02141**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code (339) 499-9300**

**Not Applicable**

**(Former name or former address, if changed since last report)**

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:

- .. 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))

**Item 8.01 Other Events.**

In connection with its acquisition of all of the outstanding capital stock of Precision Genome Engineering, Inc. ( Pregonen ) and the issuance of shares of common stock (the Shares ) of bluebird bio, Inc. (the Company ) to the former stakeholders of Pregonen, the Company filed a prospectus supplement to its registration statement on Form S-3ASR (File No. 333-197192) on July 30, 2014 covering the resale of the Shares.

In connection with the resale of the Shares, the Company is filing the opinion of Goodwin Procter LLP as Exhibit 5.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits*

5.1 Opinion of Goodwin Procter LLP.

23.1 Consent of Goodwin Procter LLP (included in Exhibit 5.1 above).

**SIGNATURES**

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

Date: July 30, 2014

**bluebird bio, Inc.**

By: /s/ Jason F. Cole

Jason F. Cole

*Senior Vice President and General Counsel*

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 5.1                | Opinion of Goodwin Procter LLP.                                 |
| 23.1               | Consent of Goodwin Procter LLP (included in Exhibit 5.1 above). |