

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Rhodes Jason P</u> (Last) (First) (Middle) C/O GENERATION BIO CO. 301 BINNEY STREET (Street) CAMBRIDGE MA 02142 (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) 04/07/2021	
	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 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	04/07/2021		S ⁽¹⁾		37,970 ⁽²⁾	D	\$28.48 ⁽³⁾	229,807 ⁽²⁾	I	See footnote ⁽⁴⁾
Common Stock	04/07/2021		S ⁽¹⁾		1,894 ⁽²⁾	D	\$29.19 ⁽⁵⁾	227,913 ⁽²⁾	I	See footnote ⁽⁴⁾
Common Stock	04/08/2021		S ⁽¹⁾		40,359 ⁽²⁾	D	\$28.47 ⁽⁶⁾	187,554 ⁽²⁾	I	See footnote ⁽⁴⁾
Common Stock	04/08/2021		S ⁽¹⁾		3,191 ⁽²⁾	D	\$28.9 ⁽⁷⁾	184,363 ⁽²⁾	I	See footnote ⁽⁴⁾
Common Stock	04/09/2021		S ⁽¹⁾		41,549 ⁽²⁾	D	\$27.57 ⁽⁸⁾	142,814 ⁽²⁾	I	See footnote ⁽⁴⁾
Common Stock	04/09/2021		S ⁽¹⁾		2,132 ⁽²⁾	D	\$28.35 ⁽⁹⁾	140,682 ⁽²⁾	I	See footnote ⁽⁴⁾
Common Stock								9,111,939 ⁽²⁾	I	See footnote ⁽¹⁰⁾
Common Stock								1,366,937 ⁽¹¹⁾	I	See footnote ⁽¹²⁾
Common Stock								608 ⁽¹¹⁾	I	See footnote ⁽¹³⁾

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)					

Explanation of Responses:

- Shares were sold pursuant to a Rule 10b5-1 trading plan dated January 14, 2021.
- The shares reported herein give effect to the pro rata distribution of shares by Atlas Venture Fund X, L.P. ("Atlas Venture Fund X") for no additional consideration to its limited partners and its general partner, Atlas Venture Associates X, L.P. ("AVA X LP"), subsequent to the Reporting Person's last Section 16 filing reporting ownership of the Issuer's Common Stock. As the distribution of such shares constituted only a change in the form of the Reporting Person's ownership in such shares, the Reporting Person was not required to report the distribution pursuant to Section 16.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.10 to \$29.07 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (3), (5), (6), (7), (8) and (9).
- These shares are held directly by 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 Section 16 beneficial ownership of such securities held by AVA X LP, except to the extent of his pecuniary interest therein, if any.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.12 to \$29.30 inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.79 to \$28.785 inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.79 to \$29.00 inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.18 to \$28.17 inclusive.

9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.18 to \$28.63 inclusive.

10. These 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 Section 16 beneficial ownership of the securities held by Atlas Venture Fund X, except to the extent of his pecuniary interest therein, if any.

11. The shares reported herein give effect to the pro rata distribution of shares by Atlas Venture Opportunity Fund I, L.P. ("AVOF I") for no additional consideration to its limited partners and its general partner, Atlas Venture Associates Opportunity I, LP ("AVAO LP"), subsequent to the Reporting Person's last Section 16 filing reporting ownership of the Issuer's Common Stock. As the distribution of such shares constituted only a change in the form of the Reporting Person's ownership in such shares, the Reporting Person was not required to report the distribution pursuant to Section 16.

12. The shares are owned directly by AVOF I. AVAO LP is the general partner of AVOF I. Atlas Venture Associates Opportunity I, LLC ("AVAO LLC") is the general partner of AVAO LP. The Reporting Person is a member of AVAO LLC and disclaims Section 16 beneficial ownership of such securities held by AVOF I, except to the extent of his pecuniary interest therein, if any.

13. These shares are held directly by AVAO LP. AVAO LLC is the general partner of AVAO LP. The Reporting Person is a member of AVAO LLC and disclaims Section 16 beneficial ownership of such securities held by AVAO LP, except to the extent of his pecuniary interest therein, if any.

Remarks:

[/s/ Ommer Chohan, Attorney-in-Fact](#) [04/09/2021](#)

** 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.