

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>Invus Public Equities, L.P.</u> <hr/> (Last) (First) (Middle) 750 LEXINGTON AVENUE 30TH FLOOR <hr/> (Street) NEW YORK NY 10022 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/11/2020	3. Issuer Name and Ticker or Trading Symbol <u>Generation Bio Co. [ GBIO ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Preferred Stock	(1)	(1)	Common Stock	1,406,664	(1)	I	See Footnotes <sup>(2)</sup> (3)
Series C Preferred Stock	(4)	(4)	Common Stock	607,527	(4)	I	See Footnotes <sup>(2)</sup> (3)

1. Name and Address of Reporting Person* <u>Invus Public Equities, L.P.</u> <hr/> (Last) (First) (Middle) 750 LEXINGTON AVENUE 30TH FLOOR <hr/> (Street) NEW YORK NY 10022 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Minne Pascal</u> <hr/> (Last) (First) (Middle) 8 CLOS DU BOCAGE, B-1332 GENVAL, BELGIUM <hr/> (Street) CITIZENSHIP: C9 BELGIUM <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person\*

[Artal International S.C.A.](#)

(Last) (First) (Middle)

VALLEY PARK, 44, RUE DE LA VALLEE

(Street)

LUXEMBOURG N4 L-2661

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Artal International Management S.A.](#)

(Last) (First) (Middle)

VALLEY PARK, 44, RUE DE LA VALLEE

(Street)

LUXEMBOURG N4 L-2661

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Artal Group S.A.](#)

(Last) (First) (Middle)

VALLEY PARK, 44, RUE DE LA VALLEE

(Street)

LUXEMBOURG N4 L-2661

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Westend S.A.](#)

(Last) (First) (Middle)

VALLEY PARK, 44, RUE DE LA VALLEE

(Street)

LUXEMBOURG N4 L-2661

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Stichting Administratiekantoor Westend](#)

(Last) (First) (Middle)

CLAUDE DEBUSSYLAAN, 46  
1082 MD AMSTERDAM

(Street)

THE  
NETHERLANDS P7

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Artal Treasury Ltd](#)

(Last) (First) (Middle)

P.O. BOX 165  
SUITE 4, BOROUGH HOUSE, RUE DU PRE

(Street)  
ST. PETER  
PORT GY1 3JJ

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Invus Public Equities Advisors, LLC

(Last) (First) (Middle)  
750 LEXINGTON AVENUE, 30TH FLOOR

(Street)  
NEW YORK NY 10022

(City) (State) (Zip)

**Explanation of Responses:**

1. The Series B Preferred Stock automatically convert into the number of shares of Common Stock as shown in Column 3 without payment of further consideration at the holder's election or upon closing of the initial public offering of the Issuer's common stock. The shares have no expiration date.
2. The shares are held directly by Invus Public Equities, L.P. The general partner of Invus Public Equities, L.P. is Invus Public Equities Advisors, LLC. Artal Treasury Ltd is the managing member of Invus Public Equities Advisors, LLC. Artal Treasury Ltd is a wholly owned subsidiary of the Geneva branch of Artal International S.C.A. The managing partner of Artal International S.C.A. is Artal International Management S.A., both of which are wholly owned subsidiaries of Artal Group S.A., which is a wholly owned subsidiary of Westend S.A., which is a wholly owned subsidiary of Stichting Administratiekantoor Westend (the "Stichting").
3. (Continued from Footnote 2) Mr. Pascal Minne is the sole member of the board of the Stichting. Each of the Reporting Persons, other than Invus Public Equities L.P., disclaims beneficial ownership of the securities held by the other Reporting Persons, except to the extent of such reporting person's pecuniary interest therein, and, pursuant to Rule 16a-1(a) (4) under the Exchange Act, each of the reporting persons (other than to the extent it directly holds securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 of the Exchange Act or for any other purpose.
4. The Series C Preferred Stock automatically convert into the number of shares of Common Stock as shown in Column 3 without payment of further consideration at the holder's election or upon closing of the initial public offering of the Issuer's common stock. The shares have no expiration date.

**Remarks:**

/s/ Invus Public Equities, L.P., By: Invus Public Equities Advisors, LLC, its General Partner, By: Raymond Debbane, President, /s/ Raymond Debbane 06/11/2020

/s/ Invus Public Equities Advisors, LLC, By: Raymond Debbane, President, /s/ Raymond Debbane 06/11/2020

/s/ Artal Treasury Ltd, By: Keith Le Poidevin, Director, /s/ Keith Le Poidevin 06/11/2020

/s/ Artal International S.C.A., By: Artal International Management S.A., its Managing Partner, By: Anne Goffard, Managing Director, /s/ Anne Goffard 06/11/2020

/s/ Artal International Management S.A., By: Anne Goffard, Managing Director, /s/ Anne Goffard 06/11/2020

/s/ Artal Group S.A., By: Anne Goffard, Authorized Person, /s/ Anne Goffard 06/11/2020

/s/ Westend S.A., By: Pascal Minne, Director, /s/ Pascal Minne 06/11/2020

/s/ Stichting 06/11/2020

Administratiekantoor

Westend, By: Pascal

Minne, Sole Member of

the Board, /s/ Pascal

Minne

/s/ Pascal Minne

06/11/2020

\*\* 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 5 (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.**