

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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>Casdin Capital, LLC</u> <hr/> (Last) (First) (Middle) 1350 AVENUE OF THE AMERICAS SUITE 2600 <hr/> (Street) NEW YORK NY 10019 <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	703,331	(1)	I	See Footnote <sup>(2)</sup>
Series C Preferred Stock	(3)	(3)	Common Stock	257,883	(3)	I	See Footnote <sup>(2)</sup>

1. Name and Address of Reporting Person* <u>Casdin Capital, LLC</u> <hr/> (Last) (First) (Middle) 1350 AVENUE OF THE AMERICAS SUITE 2600 <hr/> (Street) NEW YORK NY 10019 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Casdin Eli</u> <hr/> (Last) (First) (Middle) 1350 AVENUE OF THE AMERICAS SUITE 2600 <hr/> (Street) NEW YORK NY 10019 <hr/> (City) (State) (Zip)
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**Explanation of Responses:**

1. The Series B Preferred Stock automatically converts 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 securities are owned directly by clients of Casdin Capital, LLC and may be deemed to be indirectly beneficially owned by (i) Casdin Capital, LLC as investment adviser to such clients and (ii) Eli Casdin as managing member of Casdin Capital, LLC.
3. The Series C Preferred Stock automatically converts 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:**

Each Reporting Person disclaims beneficial ownership in the securities reported on this Form 3 except to the extent of its or his pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

<u>/s/ Casdin Capital, LLC,</u>	
<u>By: /s/ Eli Casdin,</u>	<u>06/11/2020</u>
<u>Managing Member</u>	
<u>/s/ Eli Casdin</u>	<u>06/11/2020</u>
** 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.**