

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Kerr Douglas</u>			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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>CHIEF MEDICAL OFFICER</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/15/2024</u>			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		
<u>C/O GENERATION BIO CO., 301 BINNEY ST</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>CAMBRIDGE MA 02142</u>			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See instruction 10.					
(City)	(State)	(Zip)						

**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	01/15/2024		M		7,437	A	(1)	380,286 <sup>(2)</sup>	D	
Common Stock	01/15/2024		F		2,577	D	\$1.91	377,709	D	
Common Stock	01/15/2024		M		6,694	A	(1)	384,403	D	
Common Stock	01/15/2024		F		2,320	D	\$1.91	382,083	D	

**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)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	01/15/2024		M			7,437	(3)	(3)	Common Stock	7,437	\$0	7,437	D	
Restricted Stock Units	(1)	01/15/2024		M			6,694	(4)	(4)	Common Stock	6,694	\$0	20,081	D	

**Explanation of Responses:**

- Each restricted stock unit represents the right to receive one share of the company's common stock.
- Includes 2,445 shares acquired under the company's employee stock purchase plan since October 17, 2023.
- On January 21, 2022, the reporting person was granted 59,500 restricted stock units. The shares underlying the restricted stock units vest over two years, with 25% of the shares vested on July 15, 2022 and the remaining shares vesting in equal quarterly installments thereafter.
- On January 20, 2023, the reporting person was granted 26,775 restricted stock units. The shares underlying the restricted stock units vest over four years, with 25% of the shares vested on January 15, 2024 and the remaining shares vesting in equal quarterly installments thereafter.

/s/ Benjamin Waters, Attorney-in-Fact 01/17/2024

\*\* 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.