

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Casdin Capital, LLC</u> (Last) (First) (Middle) 1350 AVENUE OF THE AMERICAS SUITE 2600 (Street) NEW YORK NY 10019 (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/16/2020	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	06/16/2020		C		961,215	A	(1)(2)	961,215	I	See Footnote ⁽³⁾
Common Stock	06/16/2020		P		650,000	A	\$19	1,611,215	I	See Footnote ⁽³⁾

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	Amount of Number of Shares				
Series B Preferred Stock	(1)	06/16/2020		C		1,093,410		(1)	(1)	Common Stock	703,331	\$0.00	0	I	See Footnote ⁽³⁾
Series C Preferred Stock	(2)	06/16/2020		C		455,500		(2)	(2)	Common Stock	257,883	\$0.00	0	I	See Footnote ⁽³⁾

1. Name and Address of Reporting Person*
Casdin Capital, LLC
 (Last) (First) (Middle)
 1350 AVENUE OF THE AMERICAS
 SUITE 2600
 (Street)
 NEW YORK NY 10019
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Casdin Eli
 (Last) (First) (Middle)
 1350 AVENUE OF THE AMERICAS
 SUITE 2600
 (Street)
 NEW YORK NY 10019
 (City) (State) (Zip)

Explanation of Responses:

- On June 16, 2020, the Series B Preferred Stock automatically converted into Common Stock on approximately a 1.5546-for-one basis (when rounded to the nearest ten-thousandth) without payment of further consideration upon closing of the initial public offering of the Issuer's common stock. The shares had no expiration date.
- On June 16, 2020, the Series C Preferred Stock automatically converted into Common Stock on a 1.7663-for-one basis without payment of further consideration upon closing of the initial public offering of the Issuer's common stock. The shares had no expiration date.
- 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

Remarks:

/s/ Casdin Capital, LLC, By: /s/ 06/18/2020
Eli Casdin, Managing Member

/s/ Eli Casdin 06/18/2020

** 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 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.