

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Angelino Mark D.</u> (Last) (First) (Middle) <u>C/O GENERATION BIO CO., 301 BINNEY ST</u> (Street) <u>CAMBRIDGE MA 02142</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Generation Bio Co. [G BIO]</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 OPERATING OFFICER</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/15/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	01/15/2021		M ⁽¹⁾		7,500	A	\$4.59	353,137	D	
Common Stock	01/15/2021		S ⁽¹⁾		3,500	D	\$32.29 ⁽²⁾	349,637	D	
Common Stock	01/15/2021		S ⁽¹⁾		2,900	D	\$33.18 ⁽³⁾	346,737	D	
Common Stock	01/15/2021		S ⁽¹⁾		500	D	\$34.12 ⁽⁴⁾	346,237	D	
Common Stock	01/15/2021		S ⁽¹⁾		600	D	\$34.96 ⁽⁵⁾	345,637	D	
Common Stock								169,846	I	See footnote ⁽⁶⁾

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 or Number of Shares
Stock Option (right to buy)	\$4.59	01/15/2021		M ⁽¹⁾			7,500		(7)	04/01/2028	Common Stock	7,500	\$0	110,960	D	

Explanation of Responses:

- These transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 20, 2020.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.70 to \$32.68, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the U.S. 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 (2) through (5) of this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.72 to \$33.69, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.75 to \$34.56, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.79 to \$34.99, inclusive.
- The securities are directly held by the Mark D. Angelino 2020 Qualified Annuity Trust, or the Trust. Mark D. Angelino is the settlor and trustee of the Trust, and the Trust is for the benefit of Elizabeth I., Emily A., John P., and Matthew R. Angelino. The reporting person may be deemed to beneficially own the shares of common stock owned by the Trust.
- The option to purchase 123,761 shares was granted on April 2, 2018. The shares underlying the option vest over four years, with 25% of the shares vested on April 2, 2019 and the remaining shares vesting in equal quarterly installments thereafter.

/s/ Jennifer Elliott, Attorney-in-Fact 01/20/2021

** 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.