

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
|----------------------------------------------|-----------|
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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>Seybold William</u> (Last) (First) (Middle) C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 2100 (Street) SAN FRANCISCO CA 94111 (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) <input checked="" type="checkbox"/> Other (specify below) Member of Group Owning 10% |
| | 3. Date of Earliest Transaction (Month/Day/Year) 06/16/2020 | |
| 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 | 06/16/2020 | | C | | 1,518,819 | A | (1) | 1,518,819 | D(2)(3)(4)(10) | |
| Common Stock | | | | | | | | 1,518,819 | I | See Footnotes(2)(3)(4)(5)(6)(7)(8)(9)(10) |
| Common Stock | 06/16/2020 | | P | | 400,000 | A | \$19 | 1,918,819 | D(2)(3)(4)(10) | |
| Common Stock | | | | | | | | 1,918,819 | I | See Footnotes(2)(3)(4)(5)(6)(7)(8)(9)(10) |

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 | | | | |
| Series C Preferred Stock | (1) | 06/16/2020 | | C | | 2,682,691 | | (1) | (1) | Common Stock | 1,518,819 | (1) | 0 | D(2)(3)(4)(10) | |
| Series C Preferred Stock | (1) | | | | | | | (1) | (1) | Common Stock | 1,518,819 | | 0 | I | See Footnotes(2)(3)(4)(5)(6)(7)(8)(9)(10) |

1. Name and Address of Reporting Person*
Seybold William
 (Last) (First) (Middle)
 C/O FARALLON CAPITAL MANAGEMENT, L.L.C.
 ONE MARITIME PLAZA, SUITE 2100
 (Street)
 SAN FRANCISCO CA 94111
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Spokes Andrew J M
 (Last) (First) (Middle)
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 (Street)
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 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Warren John R.
 (Last) (First) (Middle)
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 (Street)
 SAN FRANCISCO CA 94111
 (City) (State) (Zip)

| | | |
|---------------------------------------------------------|--------------------|-----------------------|
| (City) | (State) | (Zip) |
| 1. Name and Address of Reporting Person* | | |
| WEHRLY MARK C | | |
| (Last) | (First) | (Middle) |
| C/O FARALLON CAPITAL MANAGEMENT, L.L.C. | | |
| ONE MARITIME PLAZA, SUITE 2100 | | |
| (Street) | | |
| SAN FRANCISCO | CA | 94111 |
| (City) | (State) | (Zip) |

Explanation of Responses:

- On June 16, 2020, Generation Bio Co. (the "Issuer") announced the completion of its initial public offering (the "IPO"). Upon the IPO, the outstanding Series C Preferred Stock of the Issuer converted automatically into shares of Common Stock of the Issuer on a 1.7663-for-one basis without payment of further consideration. The Series C Preferred Stock had no expiration date.
- The entities and individuals identified in the footnotes to this Form 4 may be deemed members of a group holding equity securities of the Issuer. The filing of this Form 4 and any statements included herein shall not be deemed to be an admission that such entities and individuals are members of such a group.
- Since the number of reporting persons that may be listed on a Form 4 is limited, the entities and individuals listed in these footnotes that are not reporting persons on this Form 4 are filing one or more additional Forms 4 on the date hereof as reporting persons with respect to the securities described herein (each, a "Parallel Form 4"). Information regarding these entities and individuals is included in this Form 4 for purposes of clarification and convenience only, and is duplicative of the information reported in any Parallel Form 4.
- The amount of securities shown in this row is owned directly by Zone Healthcare Holdings, LLC ("ZHH LLC").
- Farallon Capital Management, L.L.C. (the "Management Company"), as the manager of ZHH LLC, may be deemed to be a beneficial owner of the Issuer's securities held by ZHH LLC. The Management Company disclaims any beneficial ownership of any of the Issuer's securities reported or noted herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "'34 Act"), or otherwise, except to the extent of its pecuniary interest, if any.
- The members of ZHH LLC are FCP SS 2019, LLC ("FCP SS"), FCIP SS 2019, LLC ("FCIP SS"), FCOI II SS 2019, Ltd. ("FCOI II SS"), Farallon Capital Institutional Partners, II, L.P. ("FCIP II"), Farallon Capital Institutional Partners III, L.P. ("FCIP III"), Four Crossings Institutional Partners V, L.P. ("FCIP V"), Farallon Special Situation Partners VI, L.P. ("FSSP VI") and Farallon Special Situations Master Fund, L.P. ("FSSF"). Each such member of ZHH LLC disclaims any beneficial ownership of any of the Issuer's securities reported or noted herein for purposes of Section 16 of the '34 Act or otherwise.
- The sole member of FCP SS is Farallon Capital Partners, L.P. ("FCP"). The sole member of FCIP SS is Farallon Capital Institutional Partners, L.P. ("FCIP"). The sole member of FCOI II SS is Farallon Capital Offshore Investors II, L.P. ("FCOI II"). Each of FCP, FCIP and FCOI II disclaims any beneficial ownership of any of the Issuer's securities reported or noted herein for purposes of Section 16 of the '34 Act or otherwise.
- Farallon Partners, L.L.C. (the "Farallon General Partner"), as the general partner of each of FCP, FCIP, FCIP II, FCIP III and FCOI II, the sole member of the respective general partners of FCIP V and FSSP VI and the sole member of the director of FCOI II SS, may be deemed to be a beneficial owner of the Issuer's securities held indirectly by each of FCP, FCIP, FCIP II, FCIP III, FCOI II, FCIP V and FSSP VI. The Farallon General Partner disclaims any beneficial ownership of any of the Issuer's securities reported or noted herein for purposes of Section 16 of the '34 Act, or otherwise, except to the extent of its pecuniary interest, if any.
- Each of Philip D. Dreyfuss, Michael B. Fisch, Richard B. Fried, David T. Kim, Michael G. Linn, Rajiv A. Patel, Thomas G. Roberts, Jr., William Seybold, Andrew J. M. Spokes, John R. Warren, and Mark C. Wehrly (collectively, the "Managing Members"), as a managing member or senior managing member, as the case may be, of the Management Company and the Farallon General Partner, and a manager or senior manager, as the case may be, of the respective general partners of FCIP V, FSSP VI and FSSF, in each case with the power to exercise investment discretion, may be deemed to be a beneficial owner of the Issuer's securities held by ZHH LLC. Each of the Managing Members disclaims any beneficial ownership of any of the Issuer's securities reported or noted herein for purposes of Section 16 of the '34 Act or otherwise, except to the extent of his pecuniary interest, if any.
- Due to the dilutive effect of the IPO, as of the completion of the IPO no reporting person on or otherwise referred to in this Form 4 or any Parallel Form 4 has beneficial ownership of more than 10% of the outstanding class of Common Stock.

Remarks:

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|---------------------------------------------------------------------------------|----------------------------|
| /s/ Mark C. Wehrly, as attorney-in-fact for William Seybold | 06/17/2020 |
| /s/ Mark C. Wehrly, as attorney-in-fact for Andrew J. M. Spokes | 06/17/2020 |
| /s/ Mark C. Wehrly, as attorney-in-fact for John R. Warren | 06/17/2020 |
| /s/ Mark C. Wehrly | 06/17/2020 |

** 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.