UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No.) *

Generation Bio Co.
(Name of Issuer)
Common Stock, par value \$0.0001 per share
(Title of Class of Securities)
(Cusip Number)
June 16, 2020
(Date of Event which Requires Filing of this Statement)
Check the appropriate box to designate the rule pursuant to which this Schedule is filed:
☐ Rule 13d-1(b)
⊠ Rule 13d-1(c)□ Rule 13d-1(d)
* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.
The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see Notes).
(Continued on following pages)
Page 1 of 32 Pages Exhibit Index Found on Page 31

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4	NAMES OF	REPORTING	PERSONS		
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As of June 16, 2020, the date of the event which requires the filing of this Statement, certain Reporting Persons were beneficial owners of more than five percent of the class of Shares. As reported in Item 5, however, as of the date this Statement is filed, none of the Reporting Persons is a beneficial owner of more than five percent of the class of Shares. Rows 5 through 11 of the cover page for each Reporting Person report beneficial ownership of Shares as of the date this Statement is filed.

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			beneficial owner only of the securities reported by it on this cover page. ¹			
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	NAMES OF I	REPORTING	PERSONS		
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1	NAMES OF I	REPORTING	PERSONS
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2		*	* The reporting persons making this filing hold an aggregate of 2,118,819 Shares (as defined in Item 2), which is 4.7% of the class of securities. The reporting person on this cover page, however, is a
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10	TYPE OF RE	EPORTING P	ERSON (See Instructions)
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As of June 16, 2020, the date of the event which requires the filing of this Statement, certain Reporting Persons were beneficial owners of more than five percent of the class of Shares. As reported in Item 5, however, as of the date this Statement is filed, none of the Reporting Persons is a beneficial owner of more than five percent of the class of Shares. Rows 5 through 11 of the cover page for each Reporting Person report beneficial ownership of Shares as of the date this Statement is filed.

CUSIP No. 37148K100				
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	NAMES OF REPORTING PERSONS					
4	NAMES OF REPORTING PERSONS					
1						
	Farallon Inst	itutional (GP)) V, L.L.C.			
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)					
			(a) □			
			(b) ⊠**			
2		*	` '			
_		2), which is 4.7% of the class of securities. The reporting person on this cover page, however, is a				
			beneficial owner only of the securities reported by it on this cover page. ¹			
3	SEC USE ON	NLY				
<u> </u>						
_	CITIZENSH	IP OR PLAC	E OF ORGANIZATION			
4						
	Delaware					
			SOLE VOTING POWER			
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	ICIALLY	6	44 2001			
OWN	NED BY		11,200 ¹			
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	11,200 ¹					
10	CERTAIN SI	HARES (See 1				
10						
	PERCENT O	F CLASS RE	EPRESENTED BY AMOUNT IN ROW (9)			
11						
	$0.0\%^{1}$					
		PORTING P	PERSON (See Instructions)			
12	TIL OF KI		EROOM (See Histractions)			
14	00					
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)					
. 10						
	PERCENTO	F CLASS RE	PRESENTED BY AMOUNT IN ROW (9)			
	LEKCENT	T CLASS KE	A RESERVED DI AMOUNT IN ROW (5)			
TT	0.00/1					
		TRODUNG P	EDSON (Cog Instructions)			
10	TITE OF KI	a okting r	EKOON (See Histractions)			
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	(OC)					

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	NAMES OF REPORTING PERSONS		
1	NAMES OF	REPURITING	PERSUNS
1			
	Farallon F5 (GP), L.L.C.	
	CHECK THI	E APPROPR I	ATE BOX IF A MEMBER OF A GROUP (See Instructions)
			(a) □
			(b) ⊠**
2		*	* The reporting persons making this filing hold an aggregate of 2,118,819 Shares (as defined in Item
_			2), which is 4.7% of the class of securities. The reporting person on this cover page, however, is a
			beneficial owner only of the securities reported by it on this cover page. ¹
			beneficial owner only of the securities reported by it on this cover page.
	CEC HOE ON	TT 37	
3	SEC USE ON	NLY	
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9	1		
	13,600 ¹		
			GATE AMOUNT IN ROW (9) EXCLUDES
10	CERTAIN SI	HARES (See 1	
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	PERCENT O	F CLASS RE	EPRESENTED BY AMOUNT IN ROW (9)
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		EDODTING P	PERSON (See Instructions)
12	I IPE OF RE	EFUKTING P	EROON (See HISTRICHOUS)
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	00		

As of June 16, 2020, the date of the event which requires the filing of this Statement, certain Reporting Persons were beneficial owners of more than five percent of the class of Shares. As reported in Item 5, however, as of the date this Statement is filed, none of the Reporting Persons is a beneficial owner of more than five percent of the class of Shares. Rows 5 through 11 of the cover page for each Reporting Person report beneficial ownership of Shares as of the date this Statement is filed.

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1	NAMES OF REPORTING PERSONS					
1	Dhilip D. Droy	Dhilis D. Dwarfree				
	Philip D. Dreyfuss CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)					
	CHECK IIIE	AFFROIN	(a) \square			
	(a) □ (b) ⊠**					
2		*	* The reporting persons making this filing hold an aggregate of 2,118,819 Shares (as defined in Item			
_			2), which is 4.7% of the class of securities. The reporting person on this cover page, however, is a			
			beneficial owner only of the securities reported by it on this cover page. ¹			
3	SEC USE ONI	Ĺ Y				
	CYTICALING	D OD DI AC				
4	CTTIZENSHII	P OK PLAC	E OF ORGANIZATION			
4	United States					
	Office States		SOLE VOTING POWER			
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	ARES		SHARED VOTING POWER			
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OWN	NED BY		2,118,819			
т.	ACTI	7	SOLE DISPOSITIVE POWER			
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		U	2,118,819			
	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON			
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			GATE AMOUNT IN ROW (9) EXCLUDES			
10	CERTAIN SHARES (See Instructions)					
	DEBCENT OF	CLASS RE	EPRESENTED BY AMOUNT IN ROW (9)			
11	LICENTO	CLITOOTEL	TRESERVED DI AMOGNI IN NOW (b)			
11	4.7% ¹					
		PORTING P	PERSON (See Instructions)			
12	11		22001 (000 1100 1100 1100)			
	IN					

As of June 16, 2020, the date of the event which requires the filing of this Statement, certain Reporting Persons were beneficial owners of more than five percent of the class of Shares. As reported in Item 5, however, as of the date this Statement is filed, none of the Reporting Persons is a beneficial owner of more than five percent of the class of Shares. Rows 5 through 11 of the cover page for each Reporting Person report beneficial ownership of Shares as of the date this Statement is filed.

CHSIP	Nο	37148K100

1	NAMES OF I	NAMES OF REPORTING PERSONS			
1	Michael D. Ei	aab			
		Michael B. Fisch CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)			
	CHECK IIII	AFFROFK	(a) \square		
			(b) ⊠**		
2		*	** The reporting persons making this filing hold an aggregate of 2,118,819 Shares (as defined in Item		
_			2), which is 4.7% of the class of securities. The reporting person on this cover page, however, is a		
			beneficial owner only of the securities reported by it on this cover page. ¹		
3	SEC USE ON	ILY			
	CITIZENCII	ID OD DI AC	CE OF ORGANIZATION		
4	CITIZENSH	IP OR PLAC	E OF ORGANIZATION		
-	United States				
			SOLE VOTING POWER		
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	HARES	C	SHARED VOTING POWER		
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OW.	NED D1		SOLE DISPOSITIVE POWER		
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	ORTING		SHARED DISPOSITIVE POWER		
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	1.0000001	E ALCOUNT	2,118,819		
9	AGGREGAT	E AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON		
9	2,118,819				
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10	CERTAIN SHARES (See Instructions)				
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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (EPRESENTED BY AMOUNT IN ROW (9)		
11	4.7% ¹				
		PORTING I	PERSON (See Instructions)		
12	TIL OF K	A OKTING I	. LITOOT (OCC INSERCTIONS)		
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CHSIP	Nο	37148K100

	NAMES OF REPORTING PERSONS					
1	Richard B. Fri	Distant D. Estad				
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)					
	CHECK THE	AFTNOTKI	(a) \square			
	(a) □ (b) ⊠**					
2		*	· /			
_		2), which is 4.7% of the class of securities. The reporting person on this cover page, however, is a				
			beneficial owner only of the securities reported by it on this cover page. ¹			
3	SEC USE ONI	Ĺ Y				
	CITIZENCIII	D OD DI AC	E OF ORGANIZATION			
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	2,118,819	TE ACCDE	CATTE AMOUNT IN DOM (0) EVOLUTES			
			GATE AMOUNT IN ROW (9) EXCLUDES			
10	CERTAIN SHARES (See Instructions)					
	PERCENT OF	CLASS RF	EPRESENTED BY AMOUNT IN ROW (9)			
11			• •			
	4.7% ¹					
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CHSIP	Nο	37148K100

1	NAMES OF REPORTING PERSONS					
-	David T. Kim	David T. Kim				
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)					
			(a) 🗆			
2		*	(b) ⊠**			
2		•	* The reporting persons making this filing hold an aggregate of 2,118,819 Shares (as defined in Item 2), which is 4.7% of the class of securities. The reporting person on this cover page, however, is a			
			beneficial owner only of the securities reported by it on this cover page. 1			
			beneficial owner only of the securities reported by it on this cover page.			
3	SEC USE ON	LY				
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		U	2,118,819			
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9						
	2,118,819					
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)					
10	CERTAIN SH	ARES (See I				
	PERCENT OI	F CLASS RE	PRESENTED BY AMOUNT IN ROW (9)			
11						
	4.7% ¹					
40	TYPE OF RE	PORTING P	ERSON (See Instructions)			
12						
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1	NAMES OF REPORTING PERSONS					
1	Michael G. Linn					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)					
			(a) 🗆			
7	(b) ⊠**					
2		** The reporting persons making this filing hold an aggregate of 2,118,819 Shares (as defined in Item 2), which is 4.7% of the class of securities. The reporting person on this cover page, however, is a				
			beneficial owner only of the securities reported by it on this cover page. 1			
			ceneration of the securities reported by it on this cover page.			
3	SEC USE ON	LY				
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9	2,118,819					
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10	CERTAIN SHARES (See Instructions)					
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11	PERCENT OF	CLASS RE	EPRESENTED BY AMOUNT IN ROW (9)			
11	4.7% ¹					
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1	NAMES OF R	NAMES OF REPORTING PERSONS					
1	Rajiv A. Patel						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)						
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) □							
	(b) ⊠**						
2		** The reporting persons making this filing hold an aggregate of 2,118,819 Shares (as defined in Ite					
_		2), which is 4.7% of the class of securities. The reporting person on this cover page, however, is a					
			beneficial owner only of the securities reported by it on this cover page. ¹				
3	SEC USE ONI	Ĺ Y					
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1	NAMES OF REPORTING PERSONS						
T	Thomas G. Roberts, Jr.						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)						
			(a) <u> </u>				
2	(b) ⊠** The reporting persons making this filing hold an aggregate of 2.119.910 Shares (as defined in l						
2		** The reporting persons making this filing hold an aggregate of 2,118,819 Shares (as defined in Item 2), which is 4.7% of the class of securities. The reporting person on this cover page, however, is a					
		beneficial owner only of the securities reported by it on this cover page. beneficial owner only of the securities reported by it on this cover page. beneficial owner only of the securities reported by it on this cover page.					
			beneficial owner only of the securities reported by it on this cover page.				
3	SEC USE ON	NLY					
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9	AGGREGAT	E AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON				
9	2,118,819						
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES						
10	CERTAIN SHARES (See Instructions)						
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11	PERCENT C	JF CLASS RE	EPRESENTED BY AMOUNT IN ROW (9)				
11	4.7% ¹						
		EPORTING P	PERSON (See Instructions)				
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CUSIE	TAO.	J/ L	4 01 \ 10	v

1	NAMES OF REPORTING PERSONS					
	William Seybold					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)					
			(a) 🗆			
7	(b) ⊠** ** The reporting persons making this filing hold an aggregate of 2.118.819 Shares (as defined in Ite					
2		** The reporting persons making this filing hold an aggregate of 2,118,819 Shares (as defined in Item 2), which is 4.7% of the class of securities. The reporting person on this cover page, however, is a				
			beneficial owner only of the securities reported by it on this cover page. ¹			
			F. S.			
3	SEC USE ONI	Ĺ Y				
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PERSO	ON WITH	8				
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9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON			
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		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES				
10	CERTAIN SHARES (See Instructions)					
	PERCENT OF	CLASS RE	EPRESENTED BY AMOUNT IN ROW (9)			
11			· /			
	4.7% ¹					
10	TYPE OF REI	PORTING P	PERSON (See Instructions)			
12	IN					

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1	NAMES OF R	NAMES OF REPORTING PERSONS					
1	Andrew J. M.	Spokes					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)						
			(a) 🗆				
7	(b) ⊠** The reporting persons making this filing hold an aggregate of 2.118.819 Shares (as defined in Ite						
2		** The reporting persons making this filing hold an aggregate of 2,118,819 Shares (as defined in Item 2), which is 4.7% of the class of securities. The reporting person on this cover page, however, is a					
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			beneficial owner only of the occurrates reported by it on this cover page.				
3	SEC USE ON	LY					
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_ _	United Kingdo	om					
			SOLE VOTING POWER				
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	NED BY	U	2,118,819				
			SOLE DISPOSITIVE POWER				
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DEDC	ORTING		-0-				
	ON WITH	8	SHARED DISPOSITIVE POWER				
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10	CERTAIN SHARES (See Instructions)						
	PERCENT OF	F CLASS RE	EPRESENTED BY AMOUNT IN ROW (9)				
11	1						
	4.7% ¹	SODEING D					
12	TYPE OF REI	PORTING P	PERSON (See Instructions)				
14	IN						

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1	NAMES OF REPORTING PERSONS					
1	John R. Warren					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)					
			(a) <u> </u>			
2	(b) ⊠** ** The reporting persons making this filing hold an aggregate of 2.118.819 Shares (as defined in Ite					
2	** The reporting persons making this filing hold an aggregate of 2,118,819 Shares (as defined in Item 2), which is 4.7% of the class of securities. The reporting person on this cover page, however, is a					
			beneficial owner only of the securities reported by it on this cover page. 1			
			beneficial owner only of the securities reported by it on this cover page.			
3	SEC USE ON	L Y				
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4	CITIZENSHI	P OR PLAC	E OF ORGANIZATION			
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4.0	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)					
10	CERTAIN SHARES (See Illistructions)					
44	PERCENT OF	CLASS RF	EPRESENTED BY AMOUNT IN ROW (9)			
11	4 50/1					
	4.7% ¹ TYPE OF REI	PORTING D	PERSON (See Instructions)			
12	THE OF KE	ONTING	ZACOTI (OCC III II			
	TNI					

As of June 16, 2020, the date of the event which requires the filing of this Statement, certain Reporting Persons were beneficial owners of more than five percent of the class of Shares. As reported in Item 5, however, as of the date this Statement is filed, none of the Reporting Persons is a beneficial owner of more than five percent of the class of Shares. Rows 5 through 11 of the cover page for each Reporting Person report beneficial ownership of Shares as of the date this Statement is filed.

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1	NAMES OF REPORTING PERSONS					
1	Mark C. Wehrly					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)					
			(a) 🗆			
7	(b) ⊠** ** The reporting persons making this filing hold an aggregate of 2.118.819 Shares (as defined in Ite)					
2		** The reporting persons making this filing hold an aggregate of 2,118,819 Shares (as defined in Item 2), which is 4.7% of the class of securities. The reporting person on this cover page, however, is a				
			beneficial owner only of the securities reported by it on this cover page. ¹			
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3	SEC USE ON	LY				
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PERSO	ON WITH	8				
			2,118,819			
9	AGGREGATI	E AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON			
3						
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES					
10	CERTAIN SHARES (See Instructions)					
10						
	PERCENT OF	F CLASS RE	EPRESENTED BY AMOUNT IN ROW (9)			
11						
	4.7% ¹					
10	TYPE OF RE	PORTING P	PERSON (See Instructions)			
12	IN					

As of June 16, 2020, the date of the event which requires the filing of this Statement, certain Reporting Persons were beneficial owners of more than five percent of the class of Shares. As reported in Item 5, however, as of the date this Statement is filed, none of the Reporting Persons is a beneficial owner of more than five percent of the class of Shares. Rows 5 through 11 of the cover page for each Reporting Person report beneficial ownership of Shares as of the date this Statement is filed.

<u>Item 1</u>. <u>Issuer</u>

(a) Name of Issuer:

Generation Bio Co. (the "Company")

(b) Address of Issuer's Principal Executive Offices:

301 Binney Street Cambridge, MA 02142

Item 2. Identity and Background

Title of Class of Securities and CUSIP Number (Items 2(d) and (e))

This statement relates to shares of common stock, par value \$0.0001 per share (the "Shares"), of the Company. The CUSIP number of the Shares is 37148K100.

Name of Persons Filing, Address of Principal Business Office and Citizenship (Items 2(a), (b) and (c))

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons".

ZHH LLC

(i) Zone Healthcare Holdings, LLC, a Delaware limited liability company ("ZHH LLC"), with respect to the Shares held by it.

The Farallon Funds

- (ii) Farallon Capital Partners, L.P., a California limited partnership ("FCP"), with respect to the Shares held by it;
- (iii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("FCIP"), with respect to the Shares held by it;
- (iv) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares held by it:
- (v) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("FCIP III"), with respect to the Shares held by it;
- (vi) Four Crossings Institutional Partners V, L.P., a Delaware limited partnership ("FCIP V"), with respect to the Shares held by it;
- (vii) Farallon Capital Offshore Investors II, L.P., a Cayman Islands exempted limited partnership ("<u>FCOI II</u>"), with respect to the Shares held by it;

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- (viii) Farallon Capital F5 Master I, L.P., a Cayman Islands exempted limited partnership ("<u>F5MI</u>"), with respect to the Shares held by it; and
- (ix) Farallon Capital (AM) Investors, L.P., a Delaware limited partnership ("FCAMI"), with respect to the Shares held by it.

FCP, FCIP, FCIP II, FCIP II, FCIP V, FCOI II, F5MI and FCAMI are together referred to herein as the "Farallon Funds."

The Management Company

(x) Farallon Capital Management, L.L.C., a Delaware limited liability company (the "Management Company"), which is the manager of ZHH LLC, with respect to the Shares held by ZHH LLC.

The Farallon General Partner

(xi) Farallon Partners, L.L.C., a Delaware limited liability company (the "<u>Farallon General Partner</u>"), which is (i) the general partner of each of FCP, FCIP, FCIP II, FCIP III, FCOI II and FCAMI, and (ii) the sole member of the FCIP V General Partner (as defined below), with respect to the Shares held by each of the Farallon Funds other than F5MI.

The FCIP V General Partner

(xii) Farallon Institutional (GP) V, L.L.C., a Delaware limited liability company (the "<u>FCIP V General Partner</u>"), which is the general partner of FCIP V, with respect to the Shares held by FCIP V.

The F5MI General Partner

(xiii) Farallon F5 (GP), L.L.C., a Delaware limited liability company (the "F5MI General Partner"), which is the general partner of F5MI, with respect to the Shares held by F5MI.

The Farallon Individual Reporting Persons

(xiv) The following persons, each of whom is 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 FCIP V General Partner and the F5MI General Partner, with respect to the Shares held by ZHH LLC and the Farallon Funds: Philip D. Dreyfuss ("<u>Dreyfuss</u>"); Michael B. Fisch ("<u>Fisch</u>"); Richard B. Fried ("<u>Fried</u>"); David T. Kim ("<u>Kim</u>"); Michael G. Linn ("<u>Linn</u>"); Rajiv A. Patel ("<u>Patel</u>"); Thomas G. Roberts, Jr. ("<u>Roberts</u>"); William Seybold ("<u>Seybold</u>"); Andrew J. M. Spokes ("<u>Spokes</u>"); John R. Warren ("<u>Warren</u>"); and Mark C. Wehrly ("<u>Wehrly</u>").

Dreyfuss, Fisch, Fried, Kim, Linn, Patel, Roberts, Seybold, Spokes, Warren and Wehrly are together referred to herein as the "Farallon Individual Reporting Persons."

The citizenship of each of ZHH LLC, the Farallon Funds, the Management Company, the Farallon General Partner, the FCIP V General Partner and the F5MI General Partner is set forth above. Each of the Farallon Individual Reporting Persons, other than Spokes, is a citizen of the United States. Spokes is a citizen of the United Kingdom. The address of the principal business office of each of the Reporting Persons is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 2100, San Francisco, California 94111.

Item 3. If This Statement Is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing Is an Entity Specified in (a) - (k):

Not applicable.

Item 4. Ownership

The information required by Items 4(a) - (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person is incorporated herein by reference for each such Reporting Person. Rows 5 through 11 of the cover page for each Reporting Person report beneficial ownership of Shares as of the date this Statement is filed. As of June 16, 2020, the date of the event which requires the filing of this Statement, certain Reporting Persons were beneficial owners of more than five percent of the class of Shares. As reported in Item 5, however, as of the date this Statement is filed, none of the Reporting Persons is a beneficial owner of more than five percent of the class of Shares.

The Shares reported hereby for ZHH LLC are held directly by ZHH LLC. The Shares reported hereby for the Farallon Funds are held directly by the Farallon Funds. The Management Company, as the manager of ZHH LLC, may be deemed to be a beneficial owner of such Shares held by ZHH LLC. The Farallon General Partner, as the general partner of each of FCP, FCIP, FCIP II, FCIP III, FCOI II and FCAMI, and as the sole member of the FCIP V General Partner, may be deemed to be a beneficial owner of such Shares held by the Farallon Funds other than F5MI. The FCIP V General Partner, as the general partner of FCIP V, may be deemed to be a beneficial owner of such Shares held by FCIP V. The F5MI General Partner, as the general partner of F5MI, may be deemed to be a beneficial owner of such Shares held by F5MI. Each of the Farallon Individual Reporting Persons, as a managing member or senior managing member, as the case may be, of the Management Company and the Farallon General Partner, and as a manager or senior manager, as the case may be, of the FCIP V General Partner and the F5MI General Partner, in each case with the power to exercise investment discretion, may be deemed to be a beneficial owner of such Shares held by ZHH LLC and the Farallon Funds. Each of the Management Company, the Farallon General Partner, the FCIP V General Partner, the F5MI General Partner and the Farallon Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

<u>Item 5</u>. <u>Ownership of Five Percent or Less of a Class</u>

If this statement is being filed to report the fact that as of the date hereof each of the Reporting Persons has ceased to be a beneficial owner of more than five percent of the class of securities, check the following: \boxtimes

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Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

<u>Item 7.</u> <u>Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person</u>

Not applicable.

Item 8. Identification and Classification of Members of the Group

The Reporting Persons are filing this Schedule 13G pursuant to Section 240.13d-1(c). Consistent with Item 2 of the cover page for each Reporting Person above, the Reporting Persons neither disclaim nor affirm the existence of a group among them.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: June 25, 2020

/s/ Michael B. Fisch

FARALLON CAPITAL MANAGEMENT, L.L.C.,

On its own behalf and

As the Manager of

ZONE HEALTHCARE HOLDINGS, LLC

By Michael B. Fisch, Managing Member

/s/ Michael B. Fisch

FARALLON PARTNERS, L.L.C.,

On its own behalf and

As the General Partner of

FARALLON CAPITAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,

FARALLON CAPITAL OFFSHORE INVESTORS II, L.P., and

FARALLON CAPITAL (AM) INVESTORS, L.P.

/s/ Michael B. Fisch

FARALLON INSTITUTIONAL (GP) V, L.L.C.,

On its own behalf and

As the General Partner of

FOUR CROSSINGS INSTITUTIONAL PARTNERS V, L.P.

/s/ Michael B. Fisch

FARALLON F5 (GP), L.L.C.,

On its own behalf and

As the General Partner of

FARALLON CAPITAL F5 MASTER I, L.P.

/s/ Michael B. Fisch

Michael B. Fisch, individually and as attorney-in-fact for each of Philip D. Dreyfuss, 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

The Powers of Attorney executed by each of Dreyfuss, Fried, Kim, Linn, Patel, Roberts, Seybold, Spokes, Warren and Wehrly authorizing Fisch to sign and file this Schedule 13G on his behalf, which were filed as exhibits to the Schedule 13G filed with the Securities and Exchange Commission on February 13, 2020 by such Reporting Persons with respect to the Common Stock of Broadmark Realty Capital Inc., are hereby incorporated by reference.

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JOINT ACQUISITION STATEMENT PURSUANT TO SECTION 240.13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Dated: June 25, 2020

/s/ Michael B. Fisch

FARALLON CAPITAL MANAGEMENT, L.L.C.,

On its own behalf and

As the Manager of

ZONE HEALTHCARE HOLDINGS, LLC

By Michael B. Fisch, Managing Member

/s/ Michael B. Fisch

FARALLON PARTNERS, L.L.C.,

On its own behalf and

As the General Partner of

FARALLON CAPITAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,

FARALLON CAPITAL OFFSHORE INVESTORS II, L.P., and

FARALLON CAPITAL (AM) INVESTORS, L.P.

/s/ Michael B. Fisch

FARALLON INSTITUTIONAL (GP) V, L.L.C.,

On its own behalf and

As the General Partner of

FOUR CROSSINGS INSTITUTIONAL PARTNERS V, L.P.

/s/ Michael B. Fisch

FARALLON F5 (GP), L.L.C.,

On its own behalf and

As the General Partner of

FARALLON CAPITAL F5 MASTER I, L.P.

/s/ Michael B. Fisch

Michael B. Fisch, individually and as attorney-in-fact for each of Philip D. Dreyfuss, 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

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