

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>MCDONOUGH GEOFF</u>  (Last) (First) (Middle) <u>C/O GENERATION BIO CO.,</u> <u>301 BINNEY STREET</u>  (Street) <u>CAMBRIDGE MA 02142</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/11/2020</u>	3. Issuer Name and Ticker or Trading Symbol <u>Generation Bio Co. [ GBIO ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>06/11/2020</u>  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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Stock Option (right to buy)</u>	<u>(1)</u>	<u>03/04/2030</u>	<u>Common Stock</u>	<u>199,038</u>	<u>5.16</u>	<u>D</u>
<u>Stock Option (right to buy)</u>	<u>(2)</u>	<u>03/04/2030</u>	<u>Common Stock</u>	<u>199,038</u>	<u>5.16</u>	<u>D</u>

**Explanation of Responses:**

- The option was granted on March 5, 2020. The shares underlying the option vest in full upon the date on which the Board of Directors of the Issuer determines that the Issuer has dosed the initial patient in its first clinical trial, provided that such event occurs on or before July 1, 2023.
- The option was granted on March 5, 2020. The shares underlying the option vest over four years, with 25% of the shares vesting on March 5, 2021 and the remaining shares vesting in equal quarterly installments thereafter.

**Remarks:**

This amendment is being filed to correct the exercise price of the derivative securities, which inadvertently did not give effect to the one-for-1.7663 reverse stock split that became effective on June 5, 2020.

/s/ Jennifer Elliott,  
Attorney-in-Fact

01/13/2021

\*\* 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 5 (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.**