

STARR KEVIN P
Form 4
March 06, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Third Rock Ventures II, L.P.

2. Issuer Name and Ticker or Trading Symbol
Global Blood Therapeutics, Inc.
[GBT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

C/O THIRD ROCK VENTURES,
LLC, 29 NEWBURY STREET, 3RD
FLOOR

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

BOSTON, MA 02116

(City) (State) (Zip)

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	03/02/2017		S	1,000,000	D	\$ 25.5	6,475,191 D <u>(1)</u>
Common Stock	03/02/2017		S	1,000,000	D	\$ 25.5	285,713 D <u>(2)</u>
Common Stock	03/02/2017		S	27,115	D	\$ 26.952 <u>(3)</u>	164,387 D <u>(4)</u>
Common Stock	03/02/2017		S	7,279	D	\$ 27.686	157,108 D <u>(4)</u>

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					(5)		
Common Stock	03/02/2017	S	10,900	D	\$ 28.729	146,208	D (4)
Common Stock					(6)	82,544	D (7)
Common Stock						191,501	D (8)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Third Rock Ventures II, L.P. C/O THIRD ROCK VENTURES, LLC 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116		X		
Third Rock Ventures GP II, L.P. C/O THIRD ROCK VENTURES, LLC 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116		X		
		X		

TRV GP II, LLC 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116	
Third Rock Ventures III, L.P. C/O THIRD ROCK VENTURES, LLC, 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116	X
Third Rock Ventures GP III, L.P. 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116	X
TRV GP III, LLC 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116	X
LEVIN MARK J 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116	X
TEPPER ROBERT I 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116	X
STARR KEVIN P 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116	X

Signatures

/s/ Kevin Gillis, Chief Financial Officer of TRV GP II, LLC, general partner of Third Rock Ventures GP II, L.P., general partner of Third Rock Ventures II, L.P.	03/06/2017
__Signature of Reporting Person	Date
/s/ Kevin Gillis, Chief Financial Officer of TRV GP II, LLC, general partner of Third Rock Ventures GP II, L.P.	03/06/2017
__Signature of Reporting Person	Date
/s/ Kevin Gillis, Chief Financial Officer of TRV GP II, LLC	03/06/2017
__Signature of Reporting Person	Date
/s/ Kevin Gillis, Chief Financial Officer of TRV GP III, LLC, general partner of Third Rock Ventures GP III, L.P., general partner of Third Rock Ventures III, L.P.	03/06/2017
__Signature of Reporting Person	Date
/s/ Kevin Gillis, Chief Financial Officer of TRV GP III, LLC, general partner of Third Rock Ventures GP III, L.P.	03/06/2017
__Signature of Reporting Person	Date
/s/ Kevin Gillis, Chief Financial Officer of TRV GP III, LLC	03/06/2017
__Signature of Reporting Person	Date
/s/ Kevin Gillis by power of attorney for Mark Levin	03/06/2017
__Signature of Reporting Person	Date
/s/ Kevin Gillis by power of attorney for Kevin Starr	03/06/2017

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__Signature of Reporting Person

Date

/s/ Kevin Gillis by power of attorney for Dr. Robert Tepper

03/06/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).

These shares are directly held by Third Rock Ventures II, L.P. ("TRV II"). The general partner of TRV II is Third Rock Ventures GP II, L.P. ("TRV GP II"). The general partner of TRV GP II is TRV GP II, LLC ("TRV GP II LLC"). The individual managers of TRV GP II LLC are Mark Levin ("Levin"), Kevin Starr ("Starr") and Dr. Robert Tepper ("Tepper"). Each of TRV GP II, TRV GP II LLC, Levin, Starr and Tepper disclaims beneficial ownership of the shares except to the extent of its or his pecuniary interest therein, if any, and this report shall not be deemed an admission that it or he is the beneficial owner of such shares.

- (1) These shares are directly held by Third Rock Ventures III, L.P. ("TRV III"). The general partner of TRV III is Third Rock Ventures GP III, L.P. ("TRV GP III"). The general partner of TRV GP III is TRV GP III, LLC ("TRV GP III LLC"). The individual managers of TRV GP III LLC are Levin, Starr and Tepper. Each of TRV GP III, TRV GP III LLC, Levin, Starr and Tepper disclaims beneficial ownership of the shares except to the extent of its or his pecuniary interest therein, if any, and this report shall not be deemed an admission that it or he is the beneficial owner of such shares.

- (2) This price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.35 to \$27.30, inclusive. Levin undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the 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 (3), (5) and (6) to this Form 4.

- (3) These shares are directly held by Levin.

- (4) This price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.35 to \$28.275, inclusive.

- (5) This price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.50 to \$28.975, inclusive.

- (6) These shares are directly held by Starr.

- (7) These shares are directly held by Tepper.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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