

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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Omega Fund IV, L.P.</u>  (Last) (First) (Middle) <u>185 DARTMOUTH STREET</u>  (Street) <u>BOSTON MA 02116</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Translate Bio, Inc. [ TBIO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/02/2018</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	07/02/2018		C		979,179	A	(1)	979,179	D	
Common Stock	07/02/2018		C		979,179	A	(1)	979,179	I <sup>(2)</sup>	By Omega IV
Common Stock	07/02/2018		C		1,458,424	A	(1)	1,458,424	D	
Common Stock	07/02/2018		C		1,458,424	A	(1)	1,458,424	I <sup>(3)</sup>	By Omega V

**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 A Preferred Stock	(1)	07/02/2018		C		2,500,000		(1)	(1)	Common Stock	450,004	\$0.00	0	D	
Series A Preferred Stock	(1)	07/02/2018		C		2,500,000		(1)	(1)	Common Stock	450,004	\$0.00	0	I <sup>(2)</sup>	By Omega IV
Series B Preferred Stock	(1)	07/02/2018		C		1,676,348		(1)	(1)	Common Stock	301,745	\$0.00	0	D	
Series B Preferred Stock	(1)	07/02/2018		C		1,676,348		(1)	(1)	Common Stock	301,745	\$0.00	0	I <sup>(2)</sup>	By Omega IV
Series C Preferred Stock	(1)	07/02/2018		C		1,263,484		(1)	(1)	Common Stock	227,429	\$0.00	0	D	
Series C Preferred Stock	(1)	07/02/2018		C		1,263,484		(1)	(1)	Common Stock	227,429	\$0.00	0	I <sup>(2)</sup>	By Omega IV
Series A Preferred Stock	(1)	07/02/2018		C		5,800,000		(1)	(1)	Common Stock	1,044,010	\$0.00	0	D	
Series A Preferred Stock	(1)	07/02/2018		C		5,800,000		(1)	(1)	Common Stock	1,044,010	\$0.00	0	I <sup>(3)</sup>	By Omega V
Series B Preferred Stock	(1)	07/02/2018		C		2,000,103		(1)	(1)	Common Stock	360,022	\$0.00	0	D	
Series B Preferred Stock	(1)	07/02/2018		C		2,000,103		(1)	(1)	Common Stock	360,022	\$0.00	0	I <sup>(3)</sup>	By Omega V
Series C Preferred Stock	(1)	07/02/2018		C		302,173		(1)	(1)	Common Stock	54,391	\$0.00	0	D	
Series C Preferred Stock	(1)	07/02/2018		C		302,173		(1)	(1)	Common Stock	54,391	\$0.00	0	I <sup>(3)</sup>	By Omega V

1. Name and Address of Reporting Person\*

[Omega Fund IV, L.P.](#)

(Last) (First) (Middle)

185 DARTMOUTH STREET

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Omega Fund IV GP, L.P.](#)

(Last) (First) (Middle)

185 DARTMOUTH STREET

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Omega Fund IV G.P. Manager, Ltd.](#)

(Last) (First) (Middle)

185 DARTMOUTH STREET

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Omega Fund V, L.P.](#)

(Last) (First) (Middle)

185 DARTMOUTH STREET

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BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Omega Fund V GP, L.P.](#)

(Last) (First) (Middle)

185 DARTMOUTH STREET

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
<a href="#">Omega Fund V GP Manager, Ltd.</a>		
(Last)	(First)	(Middle)
185 DARTMOUTH STREET		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Stampacchia Otello</a>		
(Last)	(First)	(Middle)
185 DARTMOUTH STREET		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Lim Richard J.</a>		
(Last)	(First)	(Middle)
185 DARTMOUTH STREET		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Paster Anne-Mari</a>		
(Last)	(First)	(Middle)
185 DARTMOUTH STREET		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Nessi Claudio</a>		
(Last)	(First)	(Middle)
185 DARTMOUTH STREET		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)

**Explanation of Responses:**

1. The Series A, Series B and Series C Preferred Stock converted into Common Stock on a 5.5555-for-one basis upon the closing of the Issuer's initial public offering without payment of consideration. The Series A, Series B and Series C Preferred Stock were convertible at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares had no expiration date.
2. The reported securities are beneficially owned by Omega Fund IV GP, L.P. ("Omega IV GP"), as general partner of Omega Fund IV, L.P. ("Omega IV"). Omega Fund IV G.P. Manager, Ltd. ("Omega IV GP Manager"), is the general partner of Omega IV GP. Otello Stampacchia, Richard Lim and Anne-Mari Paster are all the shareholders and directors of Omega IV GP Manager and have shared voting and investment power over the shares held by Omega IV. Each of the Reporting Persons disclaim beneficial ownership of these securities, except to the extent of his, her or its pecuniary interest therein, if any.
3. The reported securities are beneficially owned by Omega Fund V GP, L.P. ("Omega V GP"), as general partner of Omega Fund V, L.P. ("Omega V"). Omega Fund V GP Manager, Ltd. ("Omega V GP Manager"), is the general partner of Omega V GP. Otello Stampacchia, Richard Lim, Anne-Mari Paster and Claudio Nessi are all the shareholders and directors of Omega V GP Manager and have shared voting and investment power over the shares held by Omega V. Each of the Reporting Persons disclaim beneficial ownership of these securities, except to the extent of his, her or its pecuniary interest therein, if any.

**Remarks:**

/s/ Anne-Mari Paster

07/03/2018

\*\* 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.**