

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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>Atlas Venture Fund VIII, L.P.</u> (Last) (First) (Middle) 25 FIRST STREET, SUITE 303 (Street) CAMBRIDGE MA 02141 (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) 07/02/2018	
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		3,832,010	A	(1)	3,922,010	D ⁽²⁾	

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			12,925,244	(1)	(1)	Common Stock	2,326,567	\$0.00	0	D ⁽²⁾	
Series B Preferred Stock	(1)	07/02/2018		C			5,838,230	(1)	(1)	Common Stock	1,050,891	\$0.00	0	D ⁽²⁾	
Series C Preferred Stock	(1)	07/02/2018		C			2,525,253	(1)	(1)	Common Stock	454,550	\$0.00	0	D ⁽²⁾	

1. Name and Address of Reporting Person*
Atlas Venture Fund VIII, L.P.
 (Last) (First) (Middle)
 25 FIRST STREET, SUITE 303
 (Street)
 CAMBRIDGE MA 02141
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Atlas Venture Associates VIII, L.P.
 (Last) (First) (Middle)
 25 FIRST STREET, SUITE 303
 (Street)
 CAMBRIDGE MA 02141
 (City) (State) (Zip)

1. Name and Address of Reporting Person*

[Atlas Venture Associates VIII, Inc.](#)

(Last) (First) (Middle)

25 FIRST STREET, SUITE 303

(Street)

CAMBRIDGE MA 02141

(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. These shares are held directly by Atlas Venture Fund VIII, L.P. ("Atlas Venture Fund VIII"). The general partner of Atlas Venture Fund VIII is Atlas Venture Associate VIII, L.P. ("AVA VIII LP"). Atlas Venture Associates VIII, Inc. ("AVA VIII INC") is the general partner of AVA VIII LP. Each of AVA VIII LP and AVA VIII INC disclaims Section 16 beneficial ownership of the securities held by Atlas Venture Fund VIII, except to the extent of its pecuniary interest therein, if any. This report shall not be deemed to be an admission that the reporting persons are the beneficial owners of such securities for purposes of Section 16 or for any other purpose

Remarks:

[Atlas Venture Fund VIII, L.P.,
By: Atlas Venture Associates
VIII, L.P., its general partner.
By: Atlas Venture Associates
VIII, Inc., its general partner.](#) 07/03/2018
[By: Frank Castellucci, General
Counsel and Secretary /s/
Frank Castellucci](#)
[Atlas Venture Associates VIII,
L.P. By: Atlas Venture
Associates VIII, Inc., its
general partner. By: Frank
Castellucci, General Counsel
and Secretary /s/ Frank
Castellucci](#) 07/03/2018
[Atlas Venture Associates VIII,
Inc. By: Frank Castellucci,
General Counsel and Secretary
/s/ Frank Castellucci](#) 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.