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

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**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

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**Translate Bio, Inc.**

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

89374L104

(CUSIP Number)

December 31, 2020

**(Date of Event Which Requires Filing of this Statement)**

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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 for 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 Act of 1934 (the "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 the Notes).

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(1)	Names of reporting persons  Takeda Pharmaceutical Company Limited		
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
(3)	SEC use only		
(4)	Citizenship or place of organization  Japan		
Number of shares beneficially owned by each reporting person with:	(5)	Sole voting power  0	
	(6)	Shared voting power  0	
	(7)	Sole dispositive power  0	
	(8)	Shared dispositive power  0	
(9)	Aggregate amount beneficially owned by each reporting person  0 <sup>(1)</sup>		
(10)	Check if the aggregate amount in Row (9) excludes certain shares (see instructions)  <input type="checkbox"/>		
(11)	Percent of class represented by amount in Row (9)  0%		
(12)	Type of reporting person (see instructions)  CO		

(1) Takeda Pharmaceutical Company Limited's beneficial ownership of the Issuer's Common Stock is zero shares of Common Stock. As reported on the Schedule 13G filed by the Reporting Persons on February 14, 2019, Takeda Pharmaceutical Company Limited was the beneficial owner of 7,078,945 shares of the Issuer's Common Stock held directly by Shire Human Genetic Therapies, Inc., which is now a direct wholly owned subsidiary of Takeda Pharmaceuticals U.S.A., Inc. Takeda Pharmaceuticals U.S.A., Inc. is a direct subsidiary of Takeda Pharmaceutical Company Limited (70.9%), Takeda Pharmaceuticals International AG (27.3%), and Shire Ireland Investment Ltd. (1.8%). Each of Shire Ireland Investment Ltd. and Takeda Pharmaceuticals International AG is a direct, wholly owned subsidiary of Takeda Pharmaceutical Company Limited. As reflected in this Amendment No. 1 to Schedule 13G, the Reporting Persons no longer beneficially own any shares of the Issuer's Common Stock.

(1)	Names of reporting persons  Shire Human Genetic Therapies, Inc.	
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
(3)	SEC use only	
(4)	Citizenship or place of organization  Delaware	
Number of shares beneficially owned by each reporting person with:	(5)	Sole voting power  0
	(6)	Shared voting power  0
	(7)	Sole dispositive power  0
	(8)	Shared dispositive power  0
(9)	Aggregate amount beneficially owned by each reporting person  0	
(10)	Check if the aggregate amount in Row (9) excludes certain shares (see instructions)  <input type="checkbox"/>	
(11)	Percent of class represented by amount in Row (9)  0%	
(12)	Type of reporting person (see instructions)  CO	

**Item 1(a) Name of issuer:**

**Translate Bio, Inc.**

**Item 1(b) Address of issuer's principal executive offices:**

**29 Hartwell Avenue  
Lexington, Massachusetts 02421**

**Item 2(a) Name of person filing:**

Takeda Pharmaceutical Company Limited  
**Shire Human Genetic Therapies, Inc.**

**Item 2(b) Address of principal business office or, if none, residence:**

Takeda Pharmaceutical Company Limited – 1-1, Nihonbashi-Honcho 2-Chome, Chuo-ku, Tokyo 103-8668, Japan  
Shire Human Genetic Therapies, Inc. – 300 Shire Way, Lexington, MA 02421

**Item 2(c) Citizenship:**

Takeda Pharmaceutical Company Limited – Japan  
Shire Human Genetic Therapies, Inc. – United States

**Item 2(d) Title of class of securities:**

Common Stock

**Item 2(e) CUSIP No.:**

89374L104

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable.

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: See the responses to Item 9 on the attached cover pages.
- (b) Percent of class: See the responses to Item 11 on the attached cover pages.
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: See the responses to Item 5 on the attached cover pages.
  - (ii) Shared power to vote or to direct the vote: See the responses to Item 6 on the attached cover pages.

(iii) Sole power to dispose or to direct the disposition of: See the responses to Item 7 on the attached cover pages.

(iv) Shared power to dispose or to direct the disposition of: See the responses to Item 8 on the attached cover pages.

**Item 5. Ownership of 5 Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**Item 6. Ownership of More than 5 Percent on Behalf of Another Person.**

Not applicable.

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

See Exhibit 99.1

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certifications**

Not applicable.

**Signatures**

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

Dated: January 25, 2021

TAKEDA PHARMACEUTICAL COMPANY LIMITED

By /s/ Amit Singh  
Name: Amit Singh  
Title: Senior Vice President and Treasurer

SHIRE HUMAN GENETIC THERAPIES, INC.

By /s/ Paul Sundberg  
Name: Paul Sundberg  
Title: Assistant Secretary

## INDEX TO EXHIBITS

Exhibit 99.1	<a href="#"><u>Identification of the subsidiary which acquired the security being reported on by the parent holding company</u></a>
Exhibit 99.2	<a href="#"><u>Joint Filing Agreement</u></a>

**Identification of the subsidiary which acquired the security being reported on by the parent holding company.**

Shire Human Genetic Therapies, Inc. is the direct beneficial owner of zero shares of Common Stock of the Issuer. Shire Human Genetic Therapies, Inc. is a direct wholly owned subsidiary of Takeda Pharmaceuticals U.S.A., Inc., which is a direct subsidiary of Takeda Pharmaceutical Company Limited (70.9%), Takeda Pharmaceuticals International AG (27.3%), and Shire Ireland Investment Ltd. (1.8%). Each of Shire Ireland Investment Ltd. and Takeda Pharmaceuticals International AG is a direct, wholly owned subsidiary of Takeda Pharmaceutical Company Limited. As reflected in this Amendment No. 1 to Schedule 13G, the Reporting Persons no longer beneficially own any shares of the Issuer's Common Stock.





**JOINT FILING AGREEMENT**

The undersigned hereby agree that the Statement on Schedule 13G filed herewith (and any amendments thereto), relating to the Common Stock of Translate Bio, Inc., a Delaware corporation, is being filed jointly with the Securities and Exchange Commission pursuant to Section 13 of the Securities Exchange Act of 1934, as amended, or any rule or regulation thereunder on behalf of each of the undersigned. In addition, each party to this Agreement expressly authorizes each other party to this Agreement to file on its behalf any and all amendments to such Statement on Schedule 13G.

This Agreement may be executed in counterparts and each of such counterparts taken together shall constitute one and the same instrument.

Date: January 25, 2021

TAKEDA PHARMACEUTICAL COMPANY LIMITED

By /s/ Amit Singh  
Name: Amit Singh  
Title: Senior Vice President and Treasurer

SHIRE HUMAN GENETIC THERAPIES, INC.

By /s/ Paul Sundberg  
Name: Paul Sundberg  
Title: Assistant Secretary