

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>FORMELA JEAN FRANCOIS</u> (Last) (First) (Middle) <u>C/O TRANSLATE BIO, INC.</u> <u>29 HARTWELL AVENUE</u> (Street) <u>LEXINGTON MA 02421</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) <input checked="" type="checkbox"/> Director 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		3,832,010	A	(1)	3,922,010	I	By Atlas Venture Fund VIII, L.P. ⁽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
Series A Preferred Stock	(1)	07/02/2018		C			12,925,244	(1)	(1)	Common Stock	2,326,567	\$0.00	0	I	By Atlas Venture Fund VIII, L.P. ⁽²⁾
Series B Preferred Stock	(1)	07/02/2018		C			5,838,230	(1)	(1)	Common Stock	1,050,891	\$0.00	0	I	By Atlas Venture Fund VIII, L.P. ⁽²⁾
Series C Preferred Stock	(1)	07/02/2018		C			2,525,253	(1)	(1)	Common Stock	454,550	\$0.00	0	I	By Atlas Venture Fund VIII, L.P. ⁽²⁾

Explanation of Responses:

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

Remarks:

/s/ Frank Castellucci, as
attorney-in-fact for Jean- 07/03/2018
Francois Formela

** 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.