

| OMB APPROVAL                                 |           |
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| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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*<br><u>FORMELA JEAN FRANCOIS</u><br><br>(Last) (First) (Middle)<br><u>C/O TRANSLATE BIO, INC.</u><br><u>29 HARTWELL AVENUE</u><br><br>(Street)<br><u>LEXINGTON, MA 02421</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Translate Bio, Inc. [ TBIO ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>12/21/2020</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 <sup>(1)</sup>     | 12/21/2020                           |  | S                              |   | 56,536  | D          | \$25.5046 <sup>(2)</sup> | 126,505   | I  | See Footnote <sup>(1)</sup>                           |
| Common Stock <sup>(1)</sup>     | 12/22/2020                           |  | S                              |   | 79,865  | D          | \$25.0421 <sup>(3)</sup> | 46,640  | I  | See Footnote <sup>(1)</sup>                           |
| Common Stock <sup>(1)</sup>     | 12/22/2020                           |  | S                              |   | 2,700   | D          | \$25.8825 <sup>(4)</sup> | 43,940  | I  | See Footnote <sup>(1)</sup>                           |
| Common Stock                    |                                      |  |                                |   |   |            |                          | 2,656,519   | I  | See Footnote <sup>(5)</sup>                           |

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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|--|--|---|--|
|  |  |                                      |  |                                |  | Date Exercisable   | Expiration Date |   |  |  |   |  |

Explanation of Responses:

- Represents shares sold by Atlas Venture Associates VIII, L.P. ("AVA VIII LP"). The shares were previously received by AVA VIII LP in a pro-rata stock distribution pursuant to a Rule 10b5-1 plan established by Atlas Venture Fund VIII, L.P. ("Atlas VIII"). Atlas Venture Associates VIII, Inc. ("AVA VIII INC") is the 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 AVA VIII LP, except to the extent of his pecuniary interest therein, if any. This report shall not be deemed to an admission that Dr. Formela is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.14 - \$26.09, inclusive. The reporting person 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 range set forth in footnote (2) of this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.75 - \$25.66, inclusive. The reporting person 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 range set forth in footnote (3) of this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.88 - \$25.95, inclusive. The reporting person 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 range set forth in footnote (4) of this Form 4.
- These shares are held directly by Atlas VIII. The sole general partner of Atlas VIII is AVA VIII LP. 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 VIII, except to the extent of his pecuniary interest therein, if any. This report shall not be deemed to an admission that Dr. Formela is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

By: /s/ Ommer Chohan - 12/23/2020  
Attorney in Fact

\*\* 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.