

Translate Bio, Inc.
Form SC 13D/A
May 03, 2019

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

SCHEDULE 13D/A2

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO 240.13d-2(a) UNDER THE SECURITIES EXCHANGE
ACT OF 1934**

(Amendment No. 2)

TRANSLATE BIO, INC.

(Name of Issuer)

Common Stock, Par Value \$0.001

(Title of Class of Securities)

89374L 10 4

(CUSIP Number)

Victoria A. Whyte

GlaxoSmithKline plc

980 Great West Road

Brentford, Middlesex TW8 9GS

England

Telephone: +44 (0)208 047 5000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

April 18, 2019

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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- NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
1. GlaxoSmithKline plc
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see instructions)
 2. (a)
(b)
 3. SEC USE ONLY
 4. SOURCE OF FUNDS (see instructions)
WC
 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
CITIZENSHIP OR PLACE OF ORGANIZATION
 6. England and Wales

| | SOLE VOTING POWER |
|-----|--------------------------|
| 7. | 3,197,913 |
| | SHARED VOTING POWER |
| 8. | -0- |
| | SOLE DISPOSITIVE POWER |
| 9. | 3,197,912 |
| | SHARED DISPOSITIVE POWER |
| 10. | -0- |

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11. 3,197,912 shares of Common Stock (1)
 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(see instructions)
 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.06% of the shares of Common Stock (2)

TYPE OF REPORTING PERSON (see instructions)

14.

CO

Footnotes:

(1) Common Stock are held of record by S.R. One, Limited (“SR One”), an indirect, wholly-owned subsidiary of GlaxoSmithKline plc.

(2) Based upon 45,273,722 of the Issuer’s Common Stock outstanding as of March 14, 2019, as reported in the Issuer’s quarterly report for the quarter period ending December 31, 2018 on the Form 10-K filed with the Securities and Exchange Commission (the “SEC”) on March 21, 2019.

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Item 1. Security and Issuer.

This Amendment No. 2 to Schedule 13D (this “Statement”) amends and supplements the statement on Schedule 13D originally filed on July 5, 2018 (as amended by Amendment No. 1 filed on October 17, 2018, the “Schedule 13D”) with respect to the shares of common stock, par value \$0.001 per share (the “Common Stock”), of Translate Bio, Inc., a Delaware corporation (the “Issuer”). The Issuer’s principal executive offices are located at 29 Hartwell Avenue, Lexington, Massachusetts 02421. This Amendment No. 2 is filed to disclose changes to beneficial ownership as a result of the disposition of shares of Common Stock by the Reporting Person. Unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Schedule 13D.

Item 2. Identity and Purpose.

The response set forth in Item 2 of the Schedule 13D is hereby amended by deleting Schedule 1 in its entirety and replacing it with Schedule 1 attached hereto.

Item 5. Interest in Securities of the Issuer.

The response set forth in Item 5 of the Schedule 13D is hereby amended by deleting the previous response in its entirety and replacing it with the following:

(a), (b) The information contained in rows 7, 8, 9, 10, 11, and 13 on each of the cover pages of this Statement is incorporated by reference in its entirety into this Item 5.

(c) On April 18, 2019, S.R. One disposed of 500,000 shares of Common Stock at a price of \$10.30 per share in an open market transaction through a brokerage entity.

(d) No person, other than GlaxoSmithKline plc, is known to have the right to receive or the power to direct the receipt of dividends from, or any proceeds from the sale of, the shares of Common Stock beneficially owned by GlaxoSmithKline plc.

(e) Not applicable.

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SIGNATURE

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.

Date: May 3, 2019

GLAXOSMITHKLINE PLC

By: /s/ Victoria A. Whyte

Name: Victoria A. Whyte
Title: Authorized Signatory

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SCHEDULE 1

| Name | Business Address | Principal Occupation or Employment | Citizenship |
|---------------------------|---|--|------------------|
| Board of Directors | | | |
| Emma Walmsley | 980 Great West Road Brentford Middlesex, England TW8 9GS | Executive Director and Chief Executive Officer | British |
| Manvinder Singh Banga | 980 Great West Road Brentford Middlesex, England TW8 9GS 269 E. Grand Avenue, | Company Director | British & Indian |
| Dr. Hal Barron | South San Francisco, CA 94080 | Chief Scientific Officer & President, R&D | US |
| Dr. Vivienne Cox | 980 Great West Road Brentford Middlesex, England TW8 9GS | Company Director | British |
| Simon Dingemans | 980 Great West Road Brentford Middlesex, England TW8 9GS | Executive Director | British |
| Lynn Elsenhans | 980 Great West Road Brentford Middlesex, England TW8 9GS | Company Director | US |
| Dr. Jesse Goodman | 980 Great West Road Brentford Middlesex, England TW8 9GS | Company Director | US |
| Dr Laurie Glimcher | 980 Great West Road Brentford Middlesex, England TW8 9GS | Company Director | US |
| Sir Philip Hampton | 980 Great West Road Brentford Middlesex, England TW8 9GS | Chairman and Company Director | British |

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| | | | |
|-------------|---|--|---------|
| Judy Lewent | 980 Great West Road Brentford Middlesex, England TW8 9GS | Company Director | US |
| Iain MacKay | 980 Great West Road Brentford Middlesex, England TW8 9GS | Executive Director & Chief Financial Officer | British |
| Urs Rohner | 980 Great West Road Brentford Middlesex, England TW8 9GS | Company Director | Swiss |

**Corporate
Executive Team**

| | | | |
|----------------|---|---|--------------|
| Emma Walmsley | 980 Great West Road Brentford Middlesex, England TW8 9GS | Executive Director and Chief Executive Officer | British |
| Dr. Hal Barron | 269 E. Grand Avenue, South San Francisco, CA 94080 | Chief Scientific Officer & President, R&D | US |
| Roger Connor | 980 Great West Road Brentford Middlesex, England TW8 9GS | President, Global Vaccines | Irish |
| Diana Conrad | 980 Great West Road Brentford Middlesex, England TW8 9GS | Senior Vice President, Human Resources | Canadian |
| James Ford | 980 Great West Road Brentford Middlesex, England TW8 9GS | Senior Vice President & General Counsel | British & US |
| Nick Hirons | 980 Great West Road Brentford Middlesex, England TW8 9GS | Senior Vice President, Global Ethics and Compliance | British & US |

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|-------------------|---|--|---------------------|
| Sally Jackson | 980 Great West Road Brentford Middlesex, England TW8 9GS | Senior Vice President, Global Communications and CEO Office | British |
| Iain MacKay | 980 Great West Road Brentford Middlesex, England TW8 9GS | Executive Director & Chief Financial Officer | British |
| Brian McNamara | 184 Liberty Corner Road Warren NJ, 07059 | Chief Executive Officer, GSK Consumer Healthcare | US |
| Luke Miels | 980 Great West Road Brentford Middlesex, England TW8 9GS | President, Global Pharmaceuticals | Australian |
| David Redfern | 980 Great West Road Brentford Middlesex, England TW8 9GS | Chief Strategy Officer | British |
| Regis Simard | 980 Great West Road Brentford Middlesex, England TW8 9GS | President Pharmaceutical Supply Chain | French & British |
| Karenann Terrell | 980 Great West Road Brentford Middlesex, England TW8 9GS | Chief Digital and Technology Officer | Canadian |
| Philip Thomson | 980 Great West Road Brentford Middlesex, England TW8 9GS | President, Global Affairs | British |