Spark Therapeutics, Inc. Form 4

October 19, 2016

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Marrazzo Jeffrey D

> (Last) (First) (Middle)

C/O SPARK THERAPEUTICS. INC., 3737 MARKET STREET, **SUITE 1300**

(Street)

2. Issuer Name and Ticker or Trading Symbol

Spark Therapeutics, Inc. [ONCE]

3. Date of Earliest Transaction (Month/Day/Year) 10/17/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chief Executive Officer

10% Owner

_ Other (specify

Issuer

below)

X Director

_X__ Officer (give title .

OMB APPROVAL

3235-0287

January 31,

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PHILADELPHIA, PA 19104

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	ansaction(A) or Disposed of (D) ode (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	10/17/2016		M	5,000	A	\$ 3.45	235,000	D	
Common Stock	10/17/2016		S <u>(1)</u>	2,400	D	\$ 54.1 (2)	232,600	D	
Common Stock	10/17/2016		S(1)	2,300	D	\$ 55.11 (3)	230,300	D	
Common Stock	10/17/2016		S <u>(1)</u>	300	D	\$ 55.71 (4)	230,000	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Transactic Code (Instr. 8)	5. Number on f 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 Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 3.45	10/17/2016		M	5,000	<u>(5)</u>	07/01/2024	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Marrazzo Jeffrey D C/O SPARK THERAPEUTICS, INC. 3737 MARKET STREET, SUITE 1300 PHILADELPHIA, PA 19104	X		Chief Executive Officer			

Signatures

/s/ Joseph W. La Barge, attorney-in-fact for Jeffrey D.

Marrazzo

10/19/2016

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

**Signature of Reporting Person

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sale reported in the Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 16, 2015.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.59 to \$54.57, inclusive. The reporting person undertakes to provide to Spark Therapeutics, Inc., any security holder of Spark Therapeutics, Inc., 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 ranges set forth in footnote (2) to this Form 4.

Reporting Owners 2

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- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.61 to \$55.58, inclusive. The reporting person undertakes to provide to Spark Therapeutics, Inc., any security holder of Spark Therapeutics, Inc., 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 ranges set forth in footnote (3) to 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 \$55.62 to \$55.85, inclusive. The reporting person undertakes to provide to Spark Therapeutics, Inc., any security holder of Spark Therapeutics, Inc., 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 ranges set forth in footnote (4) to this Form 4.
- (5) This option was granted on July 2, 2014 and vests over four years, with 25% of the shares underlying the option vesting on May 24, 2015, and the remainder vesting quarterly thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.