

Spark Therapeutics, Inc.  
Form SC 13D  
February 09, 2015

CUSIP NO. 84652J103 13DPage 1 of 14

**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**SCHEDULE 13D**

(RULE 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a)**

**AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)**

(Amendment No.\_\_\_\_)\*

**Spark Therapeutics, Inc.**

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

84652J103

(CUSIP Number)

Nathalie Auber

Edgar Filing: Spark Therapeutics, Inc. - Form SC 13D

Sofinnova Ventures, Inc.

3000 Sand Hill Road, Bldg 4, Suite 250

Menlo Park, CA 94025

(650) 681-8420

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

**COPY TO:**

Linda Daley, Esq.

c/o Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP

1200 Seaport Blvd., Redwood City, CA 94063

(650) 463-5243

January 29, 2015

(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 Rule 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.

This 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 (however, see the Notes).

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	NAME OF REPORTING PERSON
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
2	Sofinnova Venture Partners VIII, L.P. ("SVP VIII") CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY SOURCE OF FUNDS
4	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
7	SOLE VOTING POWER 2,118,576 shares, except that Sofinnova Management VIII, L.L.C. ("SM VIII"), the general partner of SVP VIII, may be deemed to have sole voting power, and Dr. Michael F. Powell ("Powell"), Dr. James I. Healy ("Healy"), Dr. Anand Mehra ("Mehra"), and Dr. Srinivas Akkaraju ("Akkaraju") the managing members of SM VIII, may be deemed to have shared power to vote
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	

these shares.

SHARED VOTING

POWER

8 See response to row  
7.

SOLE DISPOSITIVE  
POWER

2,118,576 shares,  
except that SM VIII,  
the general partner of  
SVP VIII, may be  
deemed to have sole

9 dispositive power and  
Powell, Healy, Mehra  
and Akkaraju, the  
managing members  
of SM VIII, may be  
deemed to have  
shared power to  
dispose of these  
shares.

SHARED  
DISPOSITIVE

10 POWER  
See response to row  
9.

AGGREGATE

AMOUNT

BENEFICIALLY

11 OWNED 2,118,576

BY EACH

REPORTING

PERSON

CHECK

BOX IF

THE

AGGREGATE

12 AMOUNT ..

IN ROW

11

EXCLUDES

CERTAIN

SHARES

PERCENT

OF CLASS

REPRESENTED

13 BY 8.6%

AMOUNT

IN ROW

11

14 PN

TYPE OF  
REPORTING  
PERSON

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	NAME OF REPORTING PERSON
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
2	Sofinnova Management VIII, L.L.C. ("SM VIII") CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY SOURCE OF FUNDS
4	AF
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
	SOLE VOTING POWER 2,118,576 shares, all of which are owned directly by SVP VIII. SM VIII, the general partner of SVP VIII, may be
	7 deemed to have sole voting power, and Powell, Healy, Mehra and Akkaraju, the managing members of SM VIII, may be deemed to have shared power to vote these shares.
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	8 SHARED VOTING POWER See response to row 7.

SOLE DISPOSITIVE  
POWER

2,118,576 shares, all  
of which are owned  
directly by SVP

VIII. SM VIII, the  
general partner of  
SVP VIII, may be

- 9 deemed to have sole  
dispositive power,  
and Powell, Healy,  
Mehra and Akkaraju,  
the managing  
members of SM VIII,  
may be deemed to  
have shared  
dispositive power  
over these shares.

SHARED  
DISPOSITIVE

- 10 POWER  
See response to row  
9.

AGGREGATE

AMOUNT

BENEFICIALLY

11 OWNED 2,118,576

BY EACH

REPORTING

PERSON

CHECK

BOX IF

THE

AGGREGATE

12 AMOUNT ..

IN ROW

11

EXCLUDES

CERTAIN

SHARES

PERCENT

OF CLASS

REPRESENTED

13 BY 8.6%

AMOUNT

IN ROW

11

TYPE OF

14 REPORTING

PERSON





CUSIP NO. 84652J103 13DPage 4 of 14

	NAME OF REPORTING PERSON
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
2	Dr. Srinivas Akkaraju ("Akkaraju") CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
3	(a)    (b) <input checked="" type="checkbox"/>
4	SEC USE ONLY SOURCE OF FUNDS
5	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) "
6	CITIZENSHIP OR PLACE OF ORGANIZATION    U.S. Citizen
NUMBER OF	SOLE VOTING
SHARES	7 POWER
	-0-
BENEFICIALLY	8 SHARED
	VOTING
	POWER
OWNED BY EACH	2,118,576 shares, all of which are owned directly by
REPORTING	SVP VIII. SM
PERSON	VIII, the general partner of SVP
WITH	VIII, may be deemed to have sole voting power, and

Akkaraju, a  
managing  
member of SM  
VIII, may be  
deemed to have  
shared voting  
power to vote  
these shares.

SOLE  
~~DISPOSITIVE~~  
9 ~~POSITIVE~~  
~~POWER~~  
2,118,576 shares,  
all of which are  
owned directly by  
SVP VIII. SM  
VIII, the general  
partner of SVP  
VIII, may be  
10 deemed to have  
sole dispositive  
power, and  
Akkaraju, a  
managing  
member of SM  
VIII, may be  
deemed to have  
shared power to  
dispose of these  
shares.

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED 2,118,576  
BY  
EACH  
REPORTING  
PERSON  
CHECK  
BOX IF  
THE  
12 AGGREGATE  
AMOUNT  
IN ROW  
11  
EXCLUDES  
CERTAIN  
SHARES

13	PERCENT OF CLASS REPRESENTED BY 8.6%
14	AMOUNT IN ROW 11 TYPE OF REPORTING PERSON

CUSIP NO. 84652J103 13D Page 5 of 14

	NAME OF REPORTING PERSON
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
2	Dr. Michael F. Powell ("Powell") CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
3	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
4	SEC USE ONLY SOURCE OF FUNDS
5	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen
NUMBER OF	SOLE VOTING
SHARES	7 POWER
	-0-
BENEFICIALLY	8 SHARED
	VOTING
	POWER
OWNED BY	2,118,576 shares,
EACH	all of which are
REPORTING	owned directly
PERSON	by SVP VIII. SM
	VIII, the general
	partner of SVP
WITH	VIII, may be
	deemed to have
	sole voting
	power, and

Powell, a  
managing  
member of SM  
VIII, may be  
deemed to have  
shared voting  
power to vote  
these shares.

SOLE  
9 ~~DISPOSITIVE~~  
~~POSITIVE~~  
POWER  
2,118,576 shares,  
all of which are  
owned directly  
by SVP VIII. SM  
VIII, the general  
partner of SVP  
VIII, may be  
10 deemed to have  
sole dispositive  
power, and  
Powell, a  
managing  
member of SM  
VIII, may be  
deemed to have  
shared power to  
dispose of these  
shares.

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED 2,118,576  
BY  
EACH  
REPORTING  
PERSON  
CHECK  
BOX IF  
THE  
12 AGGREGATE  
AMOUNT.  
IN ROW  
11  
EXCLUDES  
CERTAIN  
SHARES

13	PERCENT OF CLASS REPRESENTED BY 8.6%
14	AMOUNT IN ROW 11 TYPE OF REPORTING PERSON

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	NAME OF REPORTING PERSON
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
2	Dr. James I. Healy ("Healy") CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
3	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
4	SEC USE ONLY SOURCE OF FUNDS
5	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen
NUMBER OF	SOLE VOTING
SHARES	7 POWER
	-0-
BENEFICIALLY	8 SHARED
	VOTING
	POWER
OWNED BY	2,118,576 shares,
EACH	all of which are
	owned directly
REPORTING	by SVP VIII. SM
PERSON	VIII, the general
	partner of SVP
	VIII, may be
WITH	deemed to have
	sole voting
	power, and
	Healy, a



managing  
member of SM  
VIII, may be  
deemed to have  
shared voting  
power to vote  
these shares.

9 SOLE  
~~DISPOSITIVE~~  
~~POSITIVE~~  
POWER  
2,118,576 shares,  
all of which are  
owned directly  
by SVP VIII. SM  
VIII, the general  
partner of SVP  
VIII, may be  
10 deemed to have  
sole dispositive  
power, and  
Healy, a  
managing  
member of SM  
VIII, may be  
deemed to have  
shared power to  
dispose of these  
shares.

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED 2,118,576  
BY  
EACH  
REPORTING  
PERSON  
CHECK  
BOX IF  
THE  
12 AGGREGATE  
AMOUNT.  
IN ROW  
11  
EXCLUDES  
CERTAIN  
13 SHARES

8.6%

14

PERCENT  
OF  
CLASS  
REPRESENTED  
BY  
AMOUNT  
IN ROW  
11  
TYPE OF  
REPORTING  
PERSON

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	NAME OF REPORTING PERSON
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
2	Dr. Anand Mehra ("Mehra") CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
3	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
4	SEC USE ONLY SOURCE OF FUNDS
5	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen
7	NUMBER OF SHARES
8	SOLE VOTING POWER -0- SHARED VOTING POWER
	OWNED BY EACH REPORTING PERSON WITH
	2,118,576 shares, all of which are owned directly by SVP VIII. SM VIII, the general partner of SVP VIII, may be deemed to have sole voting power, and Mehra, a managing

member of SM  
VIII and director  
of the Issuer, may  
be deemed to  
have shared  
voting power to  
vote these shares.

SOLE  
9 ~~DISPOSITIVE~~  
~~POSITIVE~~  
POWER  
2,118,576 shares,  
all of which are  
owned directly by  
SVP VIII. SM  
VIII, the general  
partner of SVP  
VIII, may be  
10 deemed to have  
sole dispositive  
power, and  
Mehra, a  
managing  
member of SM  
VIII and director  
of the Issuer, may  
be deemed to  
have shared  
power to dispose  
of these shares.

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED 2,118,576  
BY

EACH  
REPORTING  
PERSON  
CHECK  
BOX IF

12 THE  
AGGREGATE  
AMOUNT  
IN ROW

11  
EXCLUDES  
CERTAIN  
SHARES

13	PERCENT OF CLASS REPRESENTED BY 8.6%
	AMOUNT IN ROW 11
14	TYPE OF REPORTING PERSON

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Statement on Schedule 13D

This Statement on Schedule 13D relates to the beneficial ownership of Common Stock, \$0.001 par value per share (“Common Stock”), of Spark Therapeutics, Inc., a Delaware corporation (“Issuer”). This Schedule 13D is being filed by Sofinnova Venture Partners VIII, L.P., a Delaware limited partnership (“SVP VIII”), Sofinnova Management VIII, L.L.C., a Delaware limited liability company (“SM VIII”), Dr. Srinivas Akkaraju (“Akkaraju”), Dr. Michael F. Powell (“Powell”), Dr. James I. Healy (“Healy”), and Dr. Anand Mehra (“Mehra” and collectively with SVP VIII, SM VIII, Akkaraju, Powell, and Healy, the “Reporting Persons”).

ITEM 1. SECURITY AND ISSUER.

- (a) The class of equity securities to which this statement relates is the Common Stock of the Issuer.
- (b) The Issuer’s principal executive offices are located at 3737 Market Street Suite 1300, Philadelphia, PA 19014.

ITEM 2. IDENTITY AND BACKGROUND.

- (a) The persons and entities filing this Schedule 13D are SVP VIII, SM VIII, Akkaraju, Powell, Healy, and Mehra. SM VIII, the general partner of SVP VIII, may be deemed to have sole power to vote and sole power to dispose of shares of the Issuer directly owned by SVP VIII.
- (b) The address of the principal place of business for each of the Reporting Persons is c/o Sofinnova Ventures, 3000 Sand Hill Road, Bldg 4, Suite 250, Menlo Park, California 94025.
- (c) The principal occupation of each of the Reporting Persons is the venture capital investment business. The principal business of SVP VIII is to make investments in private and public companies, and the principal business of SM VIII is to serve as the general partner of SVP VIII. Akkaraju, Powell, Healy and Mehra are the managing members of SM VIII. Mehra is a director of the Issuer.

(d) During the last five years, none of the Reporting Persons has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the Reporting Persons has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) SVP VIII is a Delaware limited partnership. SM VIII is a Delaware limited liability company. Akkaraju, Powell, Healy, and Mehra are U.S. citizens.

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ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

On May 23, 2014, SVP VIII entered into a Series B investment agreement pursuant to which SVP VIII acquired from the Issuer an aggregate 1,863,354 shares of Series B preferred shares for a purchase price of \$8.05 per share, or \$15,000,000 in the aggregate. The Series B preferred shares accrued stock dividends payable in additional Series B preferred shares at a rate of 8% per annum from November 23, 2014. The aggregate amount of stock dividends that accrued through the closing of the Issuer's initial public offering of Common Stock ("Offering") was 30,222 shares of Common Stock.

On August 11, 2014, Mehra was granted a stock option from the Issuer to purchase 37,203 shares of Common Stock at an exercise price of \$3.45 per share. Such option will vest over four years, with 25% of the shares underlying the option vesting on May 24, 2015, and the remainder vesting quarterly thereafter. Such option will expire on August 11, 2024.

In connection with the Offering, the Series B preferred shares, including Series B preferred shares issued as accrued stock dividends, automatically converted on a one-for-one basis into 1,893,576 shares of Common Stock.

In connection with the Offering, SVP VIII purchased 225,000 shares of Common Stock at \$23.00 per share, or \$5,175,000 in the aggregate. Such purchase occurred pursuant to and on the terms set forth in the Issuer's Prospectus filed pursuant to Rule 424(b)(4) on January 30, 2015 with the Securities and Exchange Commission (the "Prospectus").

The Issuer effected a 5:1 reverse stock split on January 16, 2015. Accordingly, unless otherwise noted above, all disclosed numbers and nominal value of shares are adjusted for such stock split.

The source of the funds for all purchases and acquisitions by the Reporting Persons was from working capital.

No part of the purchase price was borrowed by any Reporting Person for the purpose of acquiring any securities discussed in this Item 3.



ITEM 4. PURPOSE OF TRANSACTION.

The Reporting Persons hold their securities of the Issuer for investment purposes. Depending on the factors discussed herein, the Reporting Persons may, from time to time, acquire additional Common Stock and/or retain and/or sell all or a portion of the Common Stock held by the Reporting Persons in the open market or in privately negotiated transactions, and/or may distribute the Common Stock held by the Reporting Persons to their respective members or limited partners. Any actions the Reporting Persons might undertake will be dependent upon the Reporting Persons' review of numerous factors, including, among other things, the price levels of the Common Stock, general market and economic conditions, ongoing evaluation of the Issuer's business, financial condition, operations and prospects; the relative attractiveness of alternative business and investment opportunities, and other future developments. Except as set forth above, the Reporting Persons have no present plans or intentions which would result in or relate to any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a,b) Regarding aggregate beneficial ownership, see Row 11 of the cover page of each Reporting Person. Regarding percentage beneficial ownership, see Row 13 of the cover page of each Reporting Person. Regarding sole power to vote shares, see Row 7 of the cover page of each Reporting Person. Regarding shared power to vote shares, see Row 8 of the cover page of each Reporting Person. Regarding sole power to dispose of shares, see Row 9 of the cover page of each Reporting Person. Regarding shared power to dispose of shares, see Row 10 of the cover page of each Reporting Person. The percentage listed in Row 13 for each Reporting Person was calculated based upon 24,540,367 Common Stock outstanding immediately after the Offering.

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(c) Except as set forth in Item 3 above, the Reporting Persons have not effected any transaction in the Common Stock of the Issuer during the past 60 days.

(d) Under certain circumstances set forth in the limited partnership agreement of SVP VIII, the general partner and limited partners of SVP VIII may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the Issuer owned by such entity of which they are a partner.

(e) Not applicable.

**ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.**

Pursuant to a Lock-Up Agreement entered into with J.P. Morgan Securities LLC and Credit Suisse Securities (USA) LLC in connection with the Offering, the Reporting Persons are subject to a Lock-Up Period (as defined in the Lock-Up Agreement) continuing and including the date 180 days after the date of the Prospectus, during which the Reporting Persons have agreed, subject to limited exceptions, not to offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend or otherwise transfer or dispose of, directly or indirectly, any shares of Common Stock or any securities convertible into or exercisable or exchangeable for Common Stock or enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of Common Stock. The Lock-Up Agreement is more fully described in the Prospectus, and the form of Lock-Up Agreement is incorporated herein by reference to Exhibit D to the Underwriting Agreement filed on January 20, 2015 as Exhibit 1.1 to Amendment No. 1 to the Issuer's Registration Statement on Form S-1 (File No. 333-201318).

The Reporting Persons are party to an Investors' Rights Agreement among the Issuer, the Reporting Persons and other shareholders. Subject to the terms of the Investors' Rights Agreement, holders of Common Stock having registration rights can demand that the Issuer file a registration statement or request that their shares be covered by a registration statement that the Issuer is otherwise filing. The Investors' Rights Agreement dated as of May 23, 2014 described in Item 6, was filed on December 30, 2014 as Exhibit 4.2 to the Issuer's Registration Statement on Form S-1 (File No. 333-201318), and is incorporated herein by reference.

On August 11, 2014, Mehra was granted a stock option from the Issuer to purchase 37,203 shares of Common Stock at an exercise price of \$3.45 per share. Such option will vest over four years, with 25% of the shares underlying the

option vesting on May 24, 2015, and the remainder vesting quarterly thereafter. Such option will expire on August 11, 2024.

Mehra, in his capacity as a director of the Issuer, along with the other directors of the Issuer, entered into an Indemnification Agreement with the Issuer, as more fully described in the Prospectus and incorporated herein by reference to Exhibit 10.26 to Amendment No. 1 to the Issuer's Registration Statement on Form S-1 (File No. 333-201318).

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

EXHIBIT  
A Agreement of Joint Filing.

EXHIBIT  
B Power of Attorney

EXHIBIT  
C Form of Lock-Up Agreement entered into by and among the Issuer, the underwriters and certain others, and is incorporated herein by reference to Exhibit D to the Underwriting Agreement filed on January 20, 2015 as Exhibit 1.1 to Amendment No. 1 to the Issuer's Registration Statement on Form S-1 (File No. 333-201318).

EXHIBIT  
D Form of Indemnification Agreement for Directors and Officers described in Item 6, filed on January 20, 2015 as Exhibit 10.26 to Amendment No. 1 to the Issuer's Registration Statement on Form S-1 (File No. 333-201318), and is incorporated herein by reference.

EXHIBIT  
E Investors' Rights Agreement dated as of May 23, 2014 described in Item 6, was filed on December 30, 2014 as Exhibit 4.2 to the Issuer's Registration Statement on Form S-1 (File No. 333-201318), and is incorporated herein by reference.

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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.

Date: February 9, 2015

SOFINNOVA  
VENTURE  
PARTNERS VIII,  
L.P., a Delaware  
Limited Partnership

By: SOFINNOVA  
MANAGEMENT  
VIII, L.L.C., a  
Delaware Limited  
Liability Company  
Its: General Partner

By:/s/ Nathalie Auber  
Nathalie Auber  
Attorney-in-Fact

SOFINNOVA  
MANAGEMENT  
VIII, L.L.C., a  
Delaware Limited  
Liability Company

By:/s/ Nathalie Auber  
Nathalie Auber  
Attorney-in-Fact

DR. SRINIVAS  
AKKARAJU  
DR. JAMES I.  
HEALY  
DR. MICHAEL F.  
POWELL

DR. ANAND  
MEHRA

By:/s/ Nathalie Auber  
Nathalie Auber  
Attorney-in-Fact

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EXHIBIT INDEX

Exhibit Description

- |   |   |
|---|---|
| A | Agreement of Joint Filing.  |
| B | Power of Attorney.  |
| C | Form of Lock-Up Agreement entered into by and among the Issuer, the underwriters and certain others, and is incorporated herein by reference to Exhibit D to the Underwriting Agreement filed on January 20, 2015 as Exhibit 1.1 to Amendment No. 1 to the Issuer's Registration Statement on Form S-1 (File No. 333-201318). |
| D | Form of Indemnification Agreement described in Item 6, filed on January 20, 2015 as Exhibit 10.26 to Amendment No. 1 to the Issuer's Registration Statement on Form S-1 (File No. 333-201318), and is incorporated herein by reference.   |
| E | Investors' Rights Agreement dated as of May 23, 2014 described in Item 6, was filed on December 30, 2014 as Exhibit 4.2 to the Issuer's Registration Statement on Form S-1 (File No. 333-201318), and is incorporated herein by reference.  |

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exhibit A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13D (or any amendment thereto) relating to the Common Stock of Spark Therapeutics, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13D.

Date: February 9, 2015

SOFINNOVA  
VENTURE  
PARTNERS VIII,  
L.P., a Delaware  
Limited Partnership

By: SOFINNOVA  
MANAGEMENT  
VIII, L.L.C., a  
Delaware Limited  
Liability Company  
Its: General Partner

By: /s/ Nathalie Auber  
Nathalie Auber  
Attorney-in-Fact

SOFINNOVA  
MANAGEMENT  
VIII, a Delaware  
Limited Liability  
Company

By: /s/ Nathalie Auber  
Nathalie Auber  
Attorney-in-Fact

DR. SRINIVAS  
AKKARAJU

DR. JAMES I.  
HEALY  
DR. MICHAEL F.  
POWELL  
DR. ANAND  
MEHRA

By: /s/ Nathalie Auber  
Nathalie Auber  
Attorney-in-Fact



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exhibit B

Power of Attorney

Nathalie Auber has signed this Schedule 13D as Attorney-In-Fact. Note that copies of the applicable Power of Attorney are already on file with the appropriate agencies.