The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL

**OMB** 3235-Number: 0076

Estimated average

burden

hours per response:

4.00

1. Issuer's Identity

**CIK (Filer ID Number)** 

**Previous** X None **Names** 

**Entity Type** 

0001681087

AvroBio, Inc.

**DELAWARE** 

Name of Issuer

Limited Partnership

X Corporation

Limited Liability Company

Jurisdiction of

General Partnership

**Incorporation/Organization** 

**Business Trust** Other (Specify)

Year of Incorporation/Organization

Over Five Years Ago

X Within Last Five Years (Specify Year) 2015

Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

AvroBio, Inc.

**Street Address 1** 

**Street Address 2** 

400 TECHNOLOGY SQ., 10TH FLR.

City

**State/Province/Country** 

ZIP/PostalCode

**Phone Number of Issuer** 

**CAMBRIDGE** 

**MASSACHUSETTS** 

02139

857-201-2754

3. Related Persons

c/o AvroBio, Inc.

**Last Name** 

**First Name** 

Middle Name

MacKay

Geoffrey

**Street Address 1** 

**Street Address 2** 

400 Technology Square, 10th Floor

City

State/Province/Country

ZIP/PostalCode

Cambridge

**MASSACHUSETTS** 

02139

02139

**Relationship:** X Executive Officer X Director Promoter

Clarification of Response (if Necessary):

**Last Name** 

First Name

Middle Name

Mason

Christopher

**Street Address 1** 

**Street Address 2** 

c/o AvroBio, Inc.

400 Technology Square, 10th Floor

City

State/Province/Country

ZIP/PostalCode

Cambridge

**MASSACHUSETTS** 

Clarification of Response (if Necessary):

**Relationship:** X Executive Officer Director Promoter

**Last Name First Name** Middle Name Petersen Deanna **Street Address 1 Street Address 2** c/o AvroBio, Inc. 400 Technology Square, 10th Floor State/Province/Country ZIP/PostalCode City Cambridge **MASSACHUSETTS** 02139 **Relationship:** X Executive Officer Director Promoter Clarification of Response (if Necessary): **Last Name** First Name Middle Name Warren Kim **Street Address 1 Street Address 2** c/o AvroBio, Inc. 400 Technology Square, 10th Floor City State/Province/Country ZIP/PostalCode Cambridge **MASSACHUSETTS** 02139 **Relationship:** X Executive Officer Director Promoter Clarification of Response (if Necessary): **Last Name First Name Middle Name** Paige Christopher **Street Address 1** Street Address 2 c/o AvroBio, Inc. 400 Technology Square, 10th Floor State/Province/Country ZIP/PostalCode City Cambridge **MASSACHUSETTS** 02139 **Relationship:** Executive Officer X Director Promoter Clarification of Response (if Necessary): **Last Name Middle Name First Name Booth** Bruce **Street Address 1 Street Address 2** c/o AvroBio, Inc. 400 Technology Square, 10th Floor State/Province/Country ZIP/PostalCode City 02139 Cambridge **MASSACHUSETTS Relationship:** Executive Officer X Director Promoter Clarification of Response (if Necessary): **Last Name** First Name Middle Name Requadt Scott **Street Address 1 Street Address 2** c/o AvroBio, Inc. 400 Technology Square, 10th Floor City State/Province/Country ZIP/PostalCode **MASSACHUSETTS** Cambridge 02139 **Relationship:** Executive Officer X Director Promoter Clarification of Response (if Necessary): **Last Name First Name** Middle Name Resnick Joshua **Street Address 1 Street Address 2** c/o AvroBio, Inc. 400 Technology Square, 10th Floor ZIP/PostalCode State/Province/Country City Cambridge **MASSACHUSETTS** 02139

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

# 4. Industry Group

Agriculture Banking & Financial Services

Commercial Banking

Insurance Investing

**Investment Banking** Pooled Investment Fund

Is the issuer registered as an investment company under

the Investment Company

Act of 1940?

Yes No

Other Banking & Financial Services

**Business Services** 

Energy

Coal Mining

**Electric Utilities** 

**Energy Conservation** 

**Environmental Services** 

Oil & Gas

Other Energy

Health Care

X Biotechnology

Health Insurance

Hospitals & Physicians

Pharmaceuticals Other Health Care

Manufacturing

Real Estate

Commercial

Construction

**REITS & Finance** 

Residential

Other Real Estate

Retailing

Restaurants

Technology

Computers

Telecommunications

Other Technology

Travel

Airlines & Airports

Lodging & Conventions

Tourism & Travel Services

Other Travel

Other

### 5. Issuer Size

#### **Revenue Range** OR **Aggregate Net Asset Value Range** No Revenues No Aggregate Net Asset Value

\$1 - \$1,000,000

\$1,000,001 - \$5,000,000 \$5,000,001 -\$25,000,000

\$25,000,001 -

\$100,000,000

Over \$100,000,000

X Decline to Disclose Not Applicable

\$1 - \$5,000,000

\$5,000,001 - \$25,000,000

\$25,000,001 - \$50,000,000

\$50,000,001 - \$100,000,000

Over \$100.000.000 Decline to Disclose

Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

	Investment Company Act Section 3(c)		
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1)	Section 3(c)(9)	
Rule 504 (b)(1)(i) Rule 504 (b)(1)(ii)	Section 3(c)(2)	Section 3(c)(10)	
Rule 504 (b)(1)(iii)	Section 3(c)(3)	Section 3(c)(11)	
Rule 505	Section 3(c)(4)	Section 3(c)(12)	
X Rule 506(b) Rule 506(c) Securities Act Section 4(a)(5)	Section 3(c)(5)	Section 3(c)(13)	
	Section 3(c)(6)	Section 3(c)(14)	
	Section 3(c)(7)		

X New Notice Date of First Sale 2016-07-21 First Sale Yet to Occur Amendment 8. Duration of Offering Does the Issuer intend this offering to last more than one year? X Yes No 9. Type(s) of Securities Offered (select all that apply) X Equity Pooled Investment Fund Interests Debt Tenant-in-Common Securities Option, Warrant or Other Right to Acquire Another Security Mineral Property Securities Security to be Acquired Upon Exercise of Option, Warrant or Other (describe) Other Right to Acquire Security 10. Business Combination Transaction Is this offering being made in connection with a business combination transaction, such as Yes X No a merger, acquisition or exchange offer? Clarification of Response (if Necessary): 11. Minimum Investment Minimum investment accepted from any outside investor \$0 USD 12. Sales Compensation Recipient Recipient CRD Number X None (Associated) Broker or Dealer CRD X None (Associated) Broker or Dealer X None Number **Street Address 1** Street Address 2 ZIP/Postal City State/Province/Country Code State(s) of Solicitation (select all that apply) All Check "All Statesâ€∏ or check individual Foreign/non-US States States 13. Offering and Sales Amounts **Total Offering Amount** \$25,000,000 USD or Indefinite **Total Amount Sold** \$7,500,000 USD Total Remaining to be Sold \$17,500,000 USD or Indefinite Clarification of Response (if Necessary): 14. Investors Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering. Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 15. Sales Commissions & Finder's Fees Expenses Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount. Sales Commissions \$0 USD Estimate

7. Type of Filing

Finders' Fees

\$0 USD

Estimate

Clarification of Response (if Necessary):

# 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
AvroBio, Inc.	/s/ Geoffrey MacKay	Geoffrey MacKay	Chief Executive Officer	2016-08-02

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.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.