SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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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* Booth Bruce	2. Date of Event Requiring Statement (Month/Day/Year) 06/20/2018 3. Issuer Name <b>and</b> Ticker or Trading Symbol <u>AVROBIO, Inc.</u> [ AVRO ]							
(Last) (First) (Middle) C/O AVROBIO, INC. 1 KENDALL SQUARE, BUILDING 300, STE 201			4. Relationship of Reporting Pe (Check all applicable) X Director Officer (give title below)	rson(s) to Issuer 10% Owner Other (spec below)	r Sify 6. Inc	th/Day/Year)	te of Original Filed /Group Filing (Check	
(Street) CAMBRIDGE MA 02139 (City) (State) (Zip)					X	Form filed by	y One Reporting Person y More than One erson	
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)	Form: Direc	Form: Direct (D) (Instr. or Indirect (I)		ture of Indirect Beneficial Ownership : 5)	
Table II - Derivative Securities Beneficially Owned           (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative	Direct (D) or Indirect (I) (Instr. 5)		
Series Seed Preferred Stock	(1)	(1)	Common Stock	3,333,333	(1)	I	See Footnote <sup>(2)</sup>	
Series A Preferred Stock	(1)	(1)	Common Stock	12,580,199	(1)	I	See Footnote <sup>(2)</sup>	
Series B Preferred Stock	(1)	(1)	Common Stock	3,740,239	(1)	I	See Footnote <sup>(2)</sup>	
Explanation of Responses:								

1. All series of Convertible Preferred Stock shall automatically convert on a 4.132-for-1 basis into shares of the Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering and have no expiration date.

2. The shares are held directly by Atlas Venture Fund X, L.P. ("Atlas Venture Fund X"). The general partner of Atlas Venture Fund X is Atlas Venture Associates X, L.P. ("AVA X LP"). Atlas Venture Associates X, LLC ("AVA X LLC") is the general partner of AVA X LP. Dr. Booth is a member of AVA X LLC and disclaims beneficial ownership of such securities held by Atlas Venture Fund X, except to the extent of his pecuniary interest therein, if any.

## **Remarks:**

Exhibit 24 - Power of Attorney

## /s/ Bruce Booth

\*\* Signature of Reporting Person

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 5 (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.

OMB APPROVAL

06/20/2018 Date

Know all by these presents that the undersigned hereby constitutes and appoints Ommer Chohan with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of AVROBIO, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of June 20, 2018.

/s/ Bruce Booth Bruce Booth