

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 4, 2020**

**AVROBIO, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-38537**  
(Commission  
File Number)

**81-0710585**  
(I.R.S. Employer  
Identification No.)

**One Kendall Square  
Building 300, Suite 201  
Cambridge, MA 02139**  
(Address of principal executive offices, including zip code)

**(617) 914-8420**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading symbol(s)</u>	<u>Name of each exchange on which registered</u>
<b>Common Stock, \$0.0001 par value per share</b>	<b>AVRO</b>	<b>Nasdaq Global Select Market</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On June 4, 2020, AVROBIO, Inc. (the “Company”) held its previously announced 2020 Annual Meeting of Stockholders (the “Meeting”), at which a quorum was present. The proposals voted on at the Meeting and the final voting results for each proposal are as follows:

1. The Company’s stockholders elected the two director nominees listed below to serve as Class II directors until the Company’s 2023 annual meeting of stockholders, with the votes cast as follows:

<u>Director Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Ian Clark	19,402,202	11,160,529	4,076,826
Annalisa Jenkins, M.B.B.S., F.R.C.P.	25,186,686	5,376,045	4,076,826

2. The Company’s stockholders ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2020, with the votes cast as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
34,618,405	19,412	1,740	—

3. The Company’s stockholders approved an amendment to the AVROBIO, Inc. 2018 Stock Option and Incentive Plan, with the votes cast as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
24,179,440	6,377,237	6,054	4,076,826

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

10.1 [First Amendment to the AVROBIO, Inc. 2018 Stock Option and Incentive Plan.](#)

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AVROBIO, INC.

Date: June 9, 2020

By: /s/ Geoff MacKay  
Geoff MacKay  
President and Chief Executive Officer

**FIRST AMENDMENT TO THE AVROBIO, INC.****2018 STOCK OPTION AND INCENTIVE PLAN**

This First Amendment (this “Amendment”) to the AVROBIO, Inc. 2018 Stock Option and Incentive Plan (the “Plan”), of AVROBIO, Inc. (the “Company”) is effective as of the date of approval by the Company’s stockholders (the “Effective Date”). Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to such terms in the Plan.

As of the Effective Date, the Plan shall be amended as follows:

1. Section 3(a) of the Plan is hereby deleted in its entirety and replaced with the following:

(a) **Stock Issuable.** The maximum number of shares of Stock reserved and available for issuance under the Plan shall be 6,349,279 shares (the “Initial Limit”), subject to adjustment as provided in Section 3(c), plus on each of January 1, 2021 and January 1, 2022, the number of shares of Stock reserved and available for issuance under the Plan shall be cumulatively increased by 4 percent of the number of shares of Stock issued and outstanding on the immediately preceding December 31 or such lesser number of shares as determined by the Administrator (the “Annual Increase”). For purposes of this limitation, the shares of Stock underlying any Awards under the Plan and under the Company’s Amended and Restated 2015 Stock Option and Grant Plan that are forfeited, canceled, held back upon exercise of an Option or settlement of an Award to cover the exercise price or tax withholding, reacquired by the Company prior to vesting, satisfied without the issuance of Stock or otherwise terminated (other than by exercise) (including, for the avoidance of doubt, any such shares of Stock that are subject to such treatment between April 16, 2020 and the Effective Date) shall be added back to the shares of Stock available for issuance under the Plan. In the event the Company repurchases shares of Stock on the open market, such shares shall not be added to the shares of Stock available for issuance under the Plan. Subject to such overall limitation, the maximum aggregate number of shares of Stock that may be issued in the form of Incentive Stock Options shall not exceed the Initial Limit cumulatively increased on each of January 1, 2021 and January 1, 2022 by the lesser of the Annual Increase for such year or 19,047,837 shares of Stock, subject in all cases to adjustment as provided in Section 3(c). Subject to such overall limitations, shares of Stock may be issued up to such maximum number pursuant to any type or types of Award. The shares available for issuance under the Plan may be authorized but unissued shares of Stock or shares of Stock reacquired by the Company.

2. Except as expressly amended by this Amendment, the Plan shall continue in full force and effect in accordance with the provisions thereof.

[signature page to follow]

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IN WITNESS WHEREOF, the Company has caused this Amendment to be duly executed as of the date first written above.

**AVROBIO, INC.**

By: /s/ Geoff MacKay  
Name: Geoff MacKay  
Title: CEO and President