

**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 8, 2022

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>
Common Stock, \$0.0001 par value per share	AVRO	Nasdaq Global Select Market

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.

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

On June 8, 2022, AVROBIO, Inc. (the “Company”) held its previously announced 2022 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 three director nominees listed below to serve as Class I directors until the Company’s 2025 annual meeting of stockholders, with the votes cast as follows:

Director Nominee	Votes For	Votes Withheld	Broker Non-Votes
Gail Farfel, Ph.D.	20,123,180	6,314,307	7,438,917
Christopher Paige, Ph.D.	20,383,092	6,054,395	7,438,917
Philip Vickers, Ph.D.	20,717,963	5,719,524	7,438,917

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, 2022, with the votes cast as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
33,776,363	57,906	42,135	—

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

Votes For	Votes Against	Abstentions	Broker Non-Votes
19,689,955	6,688,108	59,424	7,438,917

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

10.1	Second Amendment to the AVROBIO, Inc. 2018 Stock Option and Incentive Plan
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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 10, 2022

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

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

This Second 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 13,486,099 shares, subject to adjustment as provided in Section 3(c). 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 March 2, 2022 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 40,458,297, 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. A new Section 3(e) of the Plan is hereby inserted as follows:
 - (e) **Minimum Vesting.** Subject to Sections 2(b)(v) and 3(d), any Awards that settle in Stock (other than such Awards representing a maximum of five percent (5%) of the Stock reserved for issuance under this Plan, subject to adjustment as provided in Section 3(c)) shall be granted subject to a minimum time-vesting period of at least twelve (12) months, such that no such Awards shall vest prior to the first anniversary of the applicable grant date.
3. The second sentence of Section 19 of the Plan is hereby deleted in its entirety and replaced with the following:

No grants of Stock Options and other Awards may be made hereunder after the tenth anniversary of the Effective Date or the effective date of stockholder approval of any amendment to add shares to the Plan, and no grants of Incentive Stock Options may be made hereunder after the tenth anniversary of the date the Plan (or most recent amendment to add shares to the Plan) is approved by the Board.
4. 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]

IN WITNESS WHEREOF, the Company has caused this Amendment to be duly executed as of March 2, 2022.

AVROBIO, INC.

By: /s/ Geoff MacKay

Name: Geoff MacKay

Title: CEO and President