SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

COMMISSION Washington, D.C. 20549

OMB APPROVAL

3235-OMB Number:

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 [*] <u>Petersen Deanna M</u>	2. Date of Requiring (Month/Da 03/04/20	Statement ly/Year)	3. Issuer Name and Ticker or Trading Symbol <u>AVROBIO, Inc.</u> [AVRO]					
(Last)(First)(Middle)C/O AVROBIO, INC.ONE KENDALL SQUARE, BLDG. 300, SUITE 201(Street)CAMBRIDGE MA02139(City)(State)(Zip)	_		4. Relationship of Reporting Issuer (Check all applicable) Director X Officer (give title below) Chief Business	10% O Other (below)	wner specify	Fileo 6. In	d (Month/Day/ ndividual or Jo eck Applicable Form filed I Person	int/Group Filing Line) by One Reporting by More than One
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)	3. Owne Form: D (D) or Ir (I) (Instr	Direct Own ndirect		ature of Indirect Beneficial iership (Instr. 5)	
Common Stock		151,342		<u>с</u>				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exerce Expiration D (Month/Day/	ate	3. Title and Amount of Sec Underlying Derivative Sec (Instr. 4)		or Exer	Conversion Ownership Indirect Bene or Exercise Form: Ownership (Ir		Indirect Beneficial Ownership (Instr.
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security		Direct (D) or Indirect (I) (Instr. 5)	5)
Stock Option (Right to Buy)	(1)	10/24/2026	Common Stock	27,658	1.2		D	
Stock Option (Right to Buy)	(2)	06/12/2027	Common Stock	60,654	0.91	L	D	
Stock Option (Right to Buy)	(3)	03/15/2028	Common Stock	46,638	5		D	
Stock Option (Right to Buy)	(4)	02/24/2029	Common Stock	78,000	16.9	8	D	

Explanation of Responses:

1. 25% of the shares vested on October 25, 2017, and the remaining 75% vest in equal monthly installments thereafter over a three-year period.

2. 25% of the shares vested on June 13, 2018, and the remaining 75% vest in equal monthly installments thereafter over a three-year period.

3. 25% of the shares vested on March 16, 2019, and the remaining 75% vest in equal monthly installments thereafter over a three-year period.

4. 25% of the shares vested on February 25, 2020, and the remaining 75% vest in equal monthly installments thereafter over a three-year period.

<u>/s/ Steven N. Avruch,</u>
Attorney-in-Fact for
Deanna M. Petersen
** Signature of Reporting Person

03/06/2020

Date

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.

LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Steven Avruch, Christopher Gerry, Marcia Gookin, Erik Ostrowski and James Xu, signing singly, and with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as officer and/or director of AVROBIO, Inc. (the "Company"), from time to time the following U.S. Securities and Exchange Commission ("SEC") forms: (i) Form ID, including any attached documents (such as Update Passphrase Authentication), to effect the assignment of codes to the undersigned to be used in the transmission of information to the SEC using the EDGAR System; (ii) Form 3, Initial Statement of Beneficial Ownership of Securities, including any attached documents; (iii) Form 4, Statement of Changes in Beneficial Ownership of Securities, including any attached documents; (iv) Form 5, Annual Statement of Beneficial Ownership of Securities in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents; (v) Schedules 13D and 13G and (vi) amendments of each thereof, in accordance with the Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents;

(2) 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, Schedules 13D and 13G or any amendment(s) thereto, and timely file such form(s) with the SEC and any securities exchange, national association or similar authority; and

(3) 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, acting singly, 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 or Regulation 13D-G of the Securities Exchange Act of 1934, as amended. The undersigned hereby agrees to indemnify the attorneys-in- fact and the Company from and against any demand, damage, loss, cost or expense arising from any false or misleading information provided by the undersigned to the attorneys-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file such forms 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. This Power of Attorney supersedes any prior power of attorney in connection with the undersigned's capacity as an officer and/or director of the Company. This Power of Attorney shall expire as to any individual attorney-in-fact if such attorney-in-fact ceases to be an executive officer of, or legal counsel to, the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of March 2, 2020.