

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

**VOYAGER THERAPEUTICS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation  
or Organization)

**75 Sidney Street, Cambridge, MA**  
(Address of Principal Executive Offices)

**46-3003182**  
(I.R.S. Employer Identification No.)

**02139**  
(Zip Code)

**Voyager Therapeutics, Inc. 2015 Stock Option and Incentive Plan  
Voyager Therapeutics, Inc. 2015 Employee Stock Purchase Plan**  
(Full Title of the Plan)

**Steven M. Paul, M.D.**  
**Chief Executive Officer**  
**Voyager Therapeutics, Inc.**  
**75 Sidney Street**  
**Cambridge, Massachusetts 02139**  
(Name and Address of Agent for Service)

**(857) 259-5340**  
(Telephone Number, Including Area Code, of Agent For Service)

**Copy to:**

**Brian A. Johnson, Esq.**  
Wilmer Cutler Pickering Hale and Dorr LLP  
7 World Trade Center  
250 Greenwich Street  
New York, New York 10007  
(212) 230-8800

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company) 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 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.001 par value per share	1,606,500 shares(2)	\$27.41(3)	\$35,227,332	\$4,385.81
(1) In accordance with Rule 416 under the Securities Act of 1933, as amended, or the Securities Act, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.				
(2) Consists of (i) 1,285,200 shares issuable under the 2015 Stock Option and Incentive Plan and (ii) 321,300 shares issuable under the 2015 Employee Stock Purchase Plan.				
(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act, and based upon the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Global Select Market on March 9, 2018, in accordance with Rule 457(c) under the Securities Act for the 1,606,500 shares issuable in the aggregate under the 2015 Stock Option and Incentive Plan and 2015 Employee Stock Purchase Plan that are not subject to outstanding options.				

This Registration Statement on Form S-8, relating to the 2015 Stock Option and Incentive Plan and the 2015 Employee Stock Purchase Plan of Voyager Therapeutics, Inc. (the "Registrant"), is being filed for the purpose of registering additional securities of the same class as other securities for which a Registration Statement on Form S-8 has previously been filed and is effective. Accordingly, this Registration Statement incorporates by reference the contents of the Registration Statement on Form S-8, File No. 333-207958, filed with the Securities and Exchange Commission on November 12, 2015, by the Registrant, relating to the Registrant's 2014 Stock Option and Grant Plan, the Registrant's 2015 Stock Incentive and Option Plan, and the Registrant's 2015 Employee Stock Purchase Plan; the contents of the Registration Statement on Form S-8, File No. 333-210258, filed with the Securities and Exchange Commission on March 17, 2016, by the Registrant, relating to the Registrant's 2015 Stock Incentive and Option Plan and the Registrant's 2015 Employee Stock Purchase Plan; and the contents of the Registration Statement on Form S-8, File No. 333-216699, filed with the Securities and Exchange Commission on March 15, 2017, by the Registrant, relating to the Registrant's 2015 Stock Incentive and Option Plan and the Registrant's 2015 Employee Stock Purchase Plan, in each case, except for Item 8, Exhibits.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

<u>Number</u>	<u>Description</u>
4.1	<a href="#"><u>Specimen Common Stock Certificate of the registrant (Incorporated by reference to Exhibit 4.1 to the Registrant's Annual Report on Form 10-K (File No. 001-37625) filed on March 14, 2018).</u></a>
4.2	<a href="#"><u>Fifth Amended and Restated Certificate of Incorporation (Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-37625) filed on November 16, 2015).</u></a>
4.3	<a href="#"><u>Amended and Restated Bylaws (Incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-37625) filed on November 16, 2015).</u></a>
4.4	<a href="#"><u>Second Amended and Restated Investors' Rights Agreement by and among the Registrant and certain of its stockholders, dated April 10, 2015 (Incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-207367) filed on October 28, 2015).</u></a>
5.1	<a href="#"><u>Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant.</u></a>
23.1	<a href="#"><u>Consent of Wilmer Cutler Pickering Hale and Dorr LLP (Included in Exhibit 5.1).</u></a>
23.2	<a href="#"><u>Consent of Ernst &amp; Young LLP, Independent Registered Public Accounting Firm.</u></a>
24.1	<a href="#"><u>Power of Attorney (included on the signature page of this Registration Statement).</u></a>
99.1	<a href="#"><u>2015 Stock Option and Incentive Plan and forms of award agreements thereunder (Incorporated by reference to Exhibit 10.2 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-207367) filed on October 28, 2015).</u></a>
99.2	<a href="#"><u>2015 Employee Stock Purchase Plan (Incorporated by reference to Exhibit 10.12 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-207367) filed on October 28, 2015).</u></a>
99.3	<a href="#"><u>Amendment No. 1 to 2015 Employee Stock Purchase Plan (Incorporated by reference to Exhibit 10.21 to the Registrant's Annual Report on Form 10-K (File No. 001-37625) filed on March 14, 2018).</u></a>

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Cambridge, Massachusetts, on this 14th day of March, 2018.

VOYAGER THERAPEUTICS, INC.

By: /s/ Steven Paul, M.D.  
Steven Paul, M.D.  
Chief Executive Officer, President and Director

**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of Voyager Therapeutics, Inc., hereby severally constitute and appoint Steven Paul, M.D. and Jane Henderson, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Voyager Therapeutics, Inc., to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Steven Paul, M.D.</u> Steven Paul, M.D.	President, Chief Executive Officer and Director (Principal executive officer)	March 14, 2018
<u>/s/ Jane Henderson</u> Jane Henderson	Chief Financial Officer (Principal financial and accounting officer)	March 14, 2018

<u>/s/ Mark Levin</u> Mark Levin	Director	March 14, 2018
<u>/s/ Jim Geraghty</u> Jim Geraghty	Director	March 14, 2018
<u>/s/ Michael Higgins</u> Michael Higgins	Director	March 14, 2018
<u>/s/ Perry A. Karsen</u> Perry A. Karsen	Director	March 14, 2018
<u>/s/ Steven Hyman, M.D.</u> Steven Hyman, M.D.	Director	March 14, 2018
<u>/s/ Wendy Dixon, Ph.D.</u> Wendy Dixon, Ph.D.	Director	March 14, 2018
<u>/s/ Glenn Pierce, M.D., Ph.D.</u> Glenn Pierce, M.D., Ph.D.	Director	March 14, 2018

March 14, 2018

Voyager Therapeutics, Inc.  
75 Sidney Street  
Cambridge, Massachusetts 02139

Re: 2015 Stock Option and Incentive Plan  
2015 Employee Stock Purchase Plan

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 1,606,500 shares of common stock, \$0.001 par value per share (the "Shares"), of Voyager Therapeutics, Inc., a Delaware corporation (the "Company"), issuable under the Company's 2015 Stock Option and Incentive Plan and 2015 Employee Stock Purchase Plan (collectively, the "Plans").

We have examined the Certificate of Incorporation and By-Laws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plans, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

Wilmer Cutler Pickering Hale and Dorr LLP, 7 World Trade Center, 250 Greenwich Street, New York, New York 10007  
Beijing Berlin Boston Brussels Denver Frankfurt London Los Angeles New York Palo Alto Washington

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plans, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

WILMER CUTLER PICKERING HALE AND DORR LLP

By: /s/ Brian A. Johnson  
Brian A. Johnson, a Partner

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2015 Stock Option and Incentive Plan and the 2015 Employee Stock Purchase Plan of Voyager Therapeutics, Inc. of our report dated March 14, 2018 with respect to the consolidated financial statements of Voyager Therapeutics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young, LLP  
Boston, Massachusetts  
March 14, 2018

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