

**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)

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

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

02139
(Zip Code)

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

Michael Higgins
Interim Chief Executive Officer and President
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)

Copies 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

Robert Hesslein, Esq.
Senior Vice President and General Counsel
Voyager Therapeutics, Inc.
75 Sidney Street
Cambridge, Massachusetts 02139
(857) 259-5340

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

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.

Statement of Incorporation by Reference

This Registration Statement on Form S-8 (this “Registration Statement”) relating to the 2015 Stock Option and Incentive Plan (the “2015 Stock Plan”) and the 2015 Employee Stock Purchase Plan, as amended (the “2015 ESPP”), 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 (the “Commission”) on November 12, 2015, by the Registrant, relating to the Registrant’s 2014 Stock Option and Grant Plan, the 2015 Stock Plan, and the 2015 ESPP; the contents of the Registration Statement on [Form S-8, File No. 333-210258](#), filed with the Commission on March 17, 2016, by the Registrant, relating to the 2015 Stock Plan and the 2015 ESPP; the contents of the Registration Statement on [Form S-8, File No. 333-216699](#), filed with the Commission on March 15, 2017, by the Registrant, relating to the 2015 Stock Plan and the 2015 ESPP; the contents of the Registration Statement on [Form S-8, File No. 333-223638](#), filed with the Commission on March 14, 2018, by the Registrant, relating to the 2015 Stock Plan and the 2015 ESPP; the contents of the Registration Statement on [Form S-8, File No. 333-229891](#), filed with the Commission on February 26, 2019, by the Registrant, relating to the 2015 Stock Plan, the 2015 ESPP, inducement stock option grant awards and inducement restricted stock unit awards; the contents of the Registration Statement on [Form S-8, File No. 333-236870](#), filed with the Commission on March 3, 2020, by the Registrant, relating to the 2015 Stock Plan and the 2015 ESPP; and the contents of the Registration Statement on [Form S-8, File No. 333-253549](#), filed with the Commission on February 26, 2021, by the Registrant, relating to the 2015 Stock Plan, the 2015 ESPP, inducement stock option grant awards and inducement restricted stock unit awards, in each case, except for Item 8, Exhibits.

Item 8. Exhibits.

Number	Description
4.1	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).
4.2	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).
4.3	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).
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant.
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (Included in Exhibit 5.1).
23.2	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
24.1	Power of Attorney (included on the signature page of this Registration Statement).
99.1	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).
99.2	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).
99.3	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).
107	Calculation of Filing Fee Tables.

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 8th day of March, 2022.

VOYAGER THERAPEUTICS, INC.

By: /s/ Michael Higgins

Michael Higgins

Interim Chief Executive Officer and President

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Voyager Therapeutics, Inc., hereby severally constitute and appoint Michael Higgins and Julie Burek, 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/ G. Michael Higgins</u> Michael Higgins	Interim Chief Executive Officer and President, Director (Principal Executive Officer)	March 8, 2022
<u>/s/ Julie Burek</u> Julie Burek	Vice President of Finance (Principal Financial and Accounting Officer)	March 8, 2022
<u>/s/ Mark Levin</u> Mark Levin	Director	March 8, 2022
<u>/s/ Jim Geraghty</u> Jim Geraghty	Director	March 8, 2022
<u>/s/ Steven Hyman, M.D.</u> Steven Hyman, M.D.	Director	March 8, 2022
<u>/s/ Steven Paul, M.D.</u> Steven Paul, M.D.	Director	March 8, 2022
<u>/s/ Glenn Pierce, M.D., Ph.D.</u> Glenn Pierce, M.D., Ph.D.	Interim Chief Scientific Officer, Director	March 8, 2022
<u>/s/ Alfred Sandrock, M.D., Ph.D.</u> Alfred Sandrock, M.D., Ph.D.	Director	March 8, 2022
<u>/s/ Nancy Vitale</u> Nancy Vitale	Director	March 8, 2022

WILMERHALE

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March 8, 2022

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 1,897,868 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 the Company’s 2015 Employee Stock Purchase Plan, as amended (collectively, the “**Plans**”).

We have examined the Certificate of Incorporation and Bylaws 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 General Corporation Law of the State of Delaware and the federal laws of the United States of America.

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, as applicable, the Shares will be validly issued, fully paid and nonassessable.

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 San Francisco Washington

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 reports dated March 8, 2022, with respect to the consolidated financial statements of Voyager Therapeutics, Inc. and the effectiveness of internal control over financial reporting of Voyager Therapeutics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
March 8, 2022

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Voyager Therapeutics, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1—Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.001 par value per share	Other	1,897,868 shares (2)	\$3.78 (3)	\$7,173,941.04 (3)	\$92.70 per \$1,000,000	\$665.03
Total Offering Amounts					\$7,173,941.04		\$665.03
Total Fee Offsets							\$0
Net Fee Due							\$665.03

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended (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) 1,518,295 shares issuable under the 2015 Stock Option and Incentive Plan and (ii) 379,573 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 4, 2022, in accordance with Rule 457(c) under the Securities Act, for the 1,897,868 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 equity awards.