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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM S-8  
REGISTRATION STATEMENT**  
*UNDER  
THE SECURITIES ACT OF 1933*

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**Adverum Biotechnologies, Inc.**

(Exact name of Registrant as specified in its charter)

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

**20-5258327**  
(I.R.S. Employer  
Identification Number)

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**1035 O'Brien Drive  
Menlo Park, California 94025**  
(Address, including zip code, of Registrant's principal executive offices)

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**2014 Equity Incentive Award Plan, as amended and restated  
2014 Employee Stock Purchase Plan, as amended and restated  
2017 Inducement Plan, as amended and restated**  
(Full title of the plans)

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**Jennifer Cheng**  
Vice President and General Counsel  
Adverum Biotechnologies, Inc.  
1035 O'Brien Drive  
Menlo Park, CA 94025  
(650) 272-6269  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copies to:*

**Jodie Bourdet**  
Cooley LLP  
101 California Street, 5th Floor  
San Francisco, CA 94111-5800  
(415) 693-2000

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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 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   
Non-accelerated filer

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.

**CALCULATION OF REGISTRATION FEE**

| <b>Title of Securities to be Registered</b>                | <b>Amount to be Registered(1)</b> | <b>Proposed Maximum Offering Price Per Share(4)</b> | <b>Proposed Maximum Aggregate Offering Price</b> | <b>Amount of Registration Fee</b> |
|--|-----------------------------------|---|--|-----------------------------------|
| Common Stock, par value \$0.0001 per share                 |                                   |   |  |                                   |
| 2014 Equity Incentive Award Plan, as amended and restated  | 2,518,618 shares(2)               | \$4.20  | \$10,578,195.60                                  | \$1,282.08                        |
| 2014 Employee Stock Purchase Plan, as amended and restated | 629,654 shares(3)                 | \$4.20  | \$2,644,546.80                                   | \$320.52                          |
| 2017 Inducement Plan, as amended and restated              | 1,000,000 shares                  | \$4.20  | \$4,200,000.00                                   | \$509.04                          |
| <b>TOTAL</b>   | 4,148,272 shares                  |   | <b>\$17,422,742.40</b>                           | <b>\$2,111.64</b>                 |

- (1) Pursuant to Rule 416 promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's Common Stock that become issuable under the plan or inducement award set forth herein by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of the Registrant's Common Stock.
- (2) Represents shares of Common Stock that were added to the shares reserved for issuance under the Registrant's 2014 Equity Incentive Award Plan, as amended and restated, on January 1, 2019, pursuant to an "evergreen" provision contained in such plan.
- (3) Represents shares of Common Stock that were added to the shares reserved for issuance under the Registrant's 2014 Employee Stock Purchase Plan, as amended and restated, on January 1, 2019, pursuant to an "evergreen" provision contained in such plan.
- (4) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) promulgated under the Securities Act. The offering price per share and the aggregate offering price are 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 February 28, 2019.

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### Explanatory Note

This Registration Statement on Form S-8 (this “Registration Statement”) registers an aggregate of: 2,518,618 shares of the common stock, par value \$0.0001 per share, of Adverum Biotechnologies, Inc. (“Common Stock”) that may be issued and sold under the Adverum Biotechnologies, Inc. 2014 Equity Incentive Award Plan, as amended and restated (“2014 EIAP”); 629,654 shares of the Common Stock that may be issued and sold under the Adverum Biotechnologies, Inc. 2014 Employee Stock Purchase Plan, as amended and restated (“2014 ESPP”); and 1,000,000 shares of the Common Stock that may be issued and sold under the Adverum Biotechnologies, Inc. 2017 Inducement Plan, as amended and restated (the “Inducement Plan” and, together with the 2014 EIAP and the 2014 ESPP, the “Plans”).

Pursuant to General Instruction E of Form S-8, and only with respect to the Common Stock being registered under the Plans, this registration statement incorporates by reference the contents of the registration statements on Form S-8 relating to the Plans filed by the Registrant with the Securities and Exchange Commission (the “SEC”) on October 14, 2014 (File No. 333-199296), April 14, 2015 (File No. 333-203398), May 18, 2016 (File No. 333-211439), June 2, 2017 (File No. 333-218465), October 11, 2017 (File No. 333-220894), and March 23, 2018 (File No. 333-223894).

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**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents have been filed by us with the SEC and are incorporated herein by reference:

- The contents of the earlier registration statements on Form S-8 relating to the Plans, previously filed with the Commission on October 14, 2014 (File No. 333-199296), April 14, 2015 (File No. 333-203398), May 18, 2016 (File No. 333-211439), June 2, 2017 (File No. 333-218465), October 11, 2017 (333-220894) and March 23, 2018 (333-223894);
- our Annual Report on Form 10-K for the year ended December 31, 2018, which was filed with the SEC on March 6, 2019;
- our Current Report on Form 8-K filed with the SEC on March 1, 2019; and
- the description of our common stock contained in our Registration Statement on Form 8-A filed with the SEC on July 28, 2014, including any amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by the us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), other than current reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all of the shares of Common Stock offered have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents.

For purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 8. Exhibits.****Exhibit Index**

| <b>Exhibit<br/>Number</b> | <b>Exhibit Description</b>  | <b>Form</b> | <b>Incorporated by Reference</b> |                           |               | <b>Filed<br/>Herewith</b> |
|---------------------------|---|-------------|----------------------------------|---------------------------|---------------|---------------------------|
|                           |   |             | <b>SEC File<br/>No.</b>          | <b>Exhibit<br/>Number</b> | <b>Date</b>   |                           |
| 4.1                       | <a href="#">Amended and Restated Certificate of Incorporation.</a>          | 10-K        | 001-36579                        | 3.1                       | March 9, 2017 |                           |
| 4.2                       | <a href="#">Amended and Restated Bylaws.</a>                                | 8-K         | 001-36579                        | 3.2                       | May 12, 2016  |                           |
| 4.3                       | <a href="#">Form of Common Stock Certificate.</a>                           | S-1/A       | 333-197133                       | 4.1                       | July 25, 2014 |                           |
| 5.1                       | <a href="#">Opinion of Cooley LLP.</a>                                      |             |                                  |                           |               | X                         |
| 23.1                      | <a href="#">Consent of Independent Registered Public Accounting Firm.</a>   |             |                                  |                           |               | X                         |
| 23.2                      | <a href="#">Consent of Independent Registered Public Accounting Firm.</a>   |             |                                  |                           |               | X                         |
| 23.3                      | <a href="#">Consent of Cooley LLP (included in Exhibit 5.1).</a>            |             |                                  |                           |               | X                         |
| 24.1                      | <a href="#">Power of Attorney (included on signature page hereto).</a>      |             |                                  |                           |               | X                         |
| 99.1                      | <a href="#">2014 Equity Incentive Award Plan, as amended and restated.</a>  | 10-K        | 001-36579                        | 10.12                     | March 6, 2019 |                           |
| 99.5                      | <a href="#">2014 Employee Stock Purchase Plan, as amended and restated.</a> | 10-K        | 001-36579                        | 10.16                     | March 6, 2019 |                           |
| 99.6                      | <a href="#">2017 Inducement Plan, as amended and restated.</a>              | 10-K        | 001-36579                        | 10.34                     | March 6, 2019 |                           |

## 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 the City of Menlo Park, State of California on March 7, 2019.

ADVERUM BIOTECHNOLOGIES, INC.

By: /s/ Leone Patterson

Leone Patterson  
Chief Executive Officer and Chief  
Financial Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Amber Salzman, Ph.D., Leone Patterson and Jennifer Cheng, or any of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission (the "SEC"), and generally to do all such things in their names and behalf in their capacities as officers and directors to enable the registrant to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the SEC, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

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 indicated.

| <u>Signature</u>  | <u>Title</u>   | <u>Date</u>   |
|---|--|---------------|
| <u>/s/ Leone Patterson</u><br>Leone Patterson                                       | Chief Executive Officer, Chief<br>Financial Officer and Director<br><i>(Principal Executive, Accounting and<br/>Financial Officer)</i> | March 7, 2019 |
| <u>/s/ Paul B. Cleveland</u><br>Paul B. Cleveland                                   | Chairman of the Board, Director  | March 7, 2019 |
| <u>/s/ Eric G. Carter, M.D., Ph.D.</u><br>Eric G. Carter, M.D., Ph.D.               | Director   | March 7, 2019 |
| <u>/s/ Mitchell H. Finer, Ph.D.</u><br>Mitchell H. Finer, Ph.D.                     | Director   | March 7, 2019 |
| <u>/s/ Patrick Machado</u><br>Patrick Machado                                       | Director   | March 7, 2019 |
| <u>/s/ Steven D. Schwartz, M.D.</u><br>Steven D. Schwartz, M.D.                     | Director   | March 7, 2019 |
| <u>/s/ Richard N. Spivey, Pharm.D., Ph.D.</u><br>Richard N. Spivey, Pharm.D., Ph.D. | Director   | March 7, 2019 |
| <u>/s/ Thomas Woiwode, Ph.D.</u><br>Thomas Woiwode, Ph.D.                           | Director   | March 7, 2019 |



Jodie M. Bourdet  
+1 415 693 2054  
jbourdet@cooley.com

March 7, 2019

Adverum Biotechnologies, Inc.  
1035 O'Brien Dr.  
Menlo Park, CA 94025

**Re: Registration on Form S-8**

Ladies and Gentlemen:

We have acted as counsel to Adverum Biotechnologies, Inc., a Delaware corporation (the "*Company*"), and you have requested our opinion in connection with the filing of a registration statement on Form S-8 (the "*Registration Statement*") with the Securities and Exchange Commission covering the offering of up to (i) 2,518,618 shares of the Company's common stock, \$0.0001 par value per share, pursuant to the Company's 2014 Equity Incentive Award Plan, as amended and restated (the "*2014 Plan*"), (ii) 629,654 shares of Common Stock issuable pursuant to the Company's 2014 Employee Stock Purchase Plan, as amended and restated (the "*ESPP*") and (iii) 1,000,000 shares of the Company's Common Stock issuable pursuant to the Company's 2017 Inducement Plan, as amended and restated (the "*Inducement Plan*" and together with the 2014 and the ESPP, the "*Plans*"). The shares being registered pursuant to the Registration Statement are collectively referred to herein as the "Shares."

In connection with this opinion, we have examined and relied upon the Registration Statement and related Prospectuses included therein, the Company's Amended and Restated Certificate of Incorporation, as amended, and Bylaws, as currently in effect, the Plans and the originals or copies certified to our satisfaction of such other records, documents, certificates, memoranda and other instruments as we deem necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals and the conformity to originals of all documents submitted to us as copies thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought to independently verify such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

Cooley LLP 101 California Street 5th Floor San Francisco, CA 94111-5800  
t: (415) 693-2000 f: (415) 693-2222 cooley.com



March 7, 2019  
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On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the 2014 Plan, the ESPP or the Inducement Plan, as applicable, the Registration Statement and related Prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Cooley LLP 101 California Street 5th Floor San Francisco, CA 94111-5800  
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March 7, 2019  
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Sincerely,

**COOLEY LLP**

By: /s/ Jodie M. Bourdet  
Jodie M. Bourdet

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the Adverum Biotechnologies Inc. 2014 Equity Incentive Award Plan, as amended and restated, 2014 Employee Stock Purchase Plan, as amended and restated and 2017 Inducement Plan, as amended and restated, of Adverum Biotechnologies, Inc. of our report dated March 6, 2019 with respect to the consolidated financial statements of Adverum Biotechnologies, Inc. for the year ended December 31, 2018 included in its Annual Report (Form 10-K) for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Jose, California  
March 6, 2019

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 6, 2018, relating to the 2017 consolidated financial statements of Adverum Biotechnologies, Inc. and its subsidiaries appearing in the Annual Report on Form 10-K of Adverum Biotechnologies, Inc. for the year ended December 31, 2018.

/s/ Deloitte & Touche LLP  
San Jose, California  
March 6, 2019