

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

**FORM S-8
REGISTRATION STATEMENT**

*Under
The Securities Act of 1933*

Adverum Biotechnologies, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

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

**800 Saginaw Drive
Redwood City, California 94063**
(Address, including zip code, of Registrant's principal executive offices)

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

**Peter Soparkar
Chief Legal Officer
Adverum Biotechnologies, Inc.
800 Saginaw Drive
Redwood City, California 94063
(650) 656-9323**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

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

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	<input type="checkbox"/>		Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>		Smaller reporting company	<input checked="" type="checkbox"/>
			Emerging growth company	<input type="checkbox"/>

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(4)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.0001 per share				
2014 Equity Incentive Award Plan, as amended and restated	2,691,529 shares (2)	\$10.70		

2014 Employee Stock Purchase Plan, as amended and restated	672,882 shares (3)	\$10.70		
TOTAL	3,364,411 shares	\$10.70	\$35,999,197.70	\$4,672.70

- (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 plans 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, 2020, 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, 2020, 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 Market on March 9, 2020.

Explanatory Note

This Registration Statement on Form S-8 (this “Registration Statement”) registers: 2,691,529 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”) and 672,882 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, together with the 2014 EIAP, the “Plans”).

Pursuant to General Instruction E of Form S-8, 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](#)), March 23, 2018 ([File No. 333-223894](#)), and [March 7, 2019](#) (as amended by [Post-Effective Amendment No. 1](#) thereto filed on March 12, 2019, File No. 333-230138).

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](#)), March 23, 2018 ([File No. 333-223894](#)), and [March 7, 2019](#) (as amended by [Post-Effective Amendment No. 1](#) thereto filed on March 12, 2019, File No. 333-230138);
- our [Annual Report on Form 10-K for the year ended December 31, 2019](#), which was filed with the SEC on March 12, 2020 (our “Annual Report”), including the information to be incorporated by reference in the Form 10-K by our proxy statement for our 2020 Annual Meeting of Stockholders;
- our Current Report on Form 8-K filed with the SEC on [February 12, 2020](#), other than the information furnished pursuant to Item 2.02 of such report; 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, including [Exhibit 4.3](#) to our Annual Report.

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**

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith				
		Form	SEC File No.	Exhibit Number		Date			
4.1	Amended and Restated Certificate of Incorporation.								
		10-K	001-36579	3.1	March 9, 2017				
4.2	Amended and Restated Bylaws.								
		8-K	001-36579	3.1	December 16, 2019				
4.3	Form of Common Stock Certificate.	S-1/A	333-197133	4.1	July 25, 2014				
5.1	Opinion of Cooley LLP.								X
23.1	Consent of Independent Registered Public Accounting Firm.								X
23.2	Consent of Cooley LLP (included in Exhibit 5.1).								X
24.1	Power of Attorney (included on signature page hereto).								X
99.1	2014 Equity Incentive Award Plan, as amended and restated.								
		10-K	001-36579	10.12	March 6, 2019				
99.5	2014 Employee Stock Purchase Plan, as amended and restated.								
		10-K	001-36579	10.16	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 Redwood City, State of California on March 12, 2020.

Adverum Biotechnologies, Inc.

By: /s/ Leone Patterson

Leone Patterson
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Leone Patterson and Thomas Leung, 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.

Signature	Title	Date
<u>/s/ Leone Patterson</u> Leone Patterson	President, Chief Executive Officer and Director (Principal Executive Officer)	March 12, 2020
<u>/s/ Thomas Leung</u> Thomas Leung	Chief Financial Officer (Principal Financial and Accounting Officer)	March 12, 2020
<u>/s/ Patrick Machado</u> Patrick Machado	Chairman of the Board, Director	March 12, 2020
<u>/s/ Eric G. Carter, M.D., Ph.D.</u> Eric G. Carter, M.D., Ph.D.	Director	March 12, 2020
<u>/s/ Mehdi Gasmi, Ph.D.</u> Mehdi Gasmi, Ph.D.	Director	March 12, 2020
<u>/s/ Rekha Hemrajani</u> Rekha Hemrajani	Director	March 12, 2020
<u>/s/ Mark Lupher, Ph.D.</u> Mark Lupher, Ph.D.	Director	March 12, 2020
<u>/s/ James Scopa</u> James Scopa	Director	March 12, 2020

/s/ Richard N. Spivey, Pharm.D., Ph.D.
Richard N. Spivey, Pharm.D., Ph.D.

Director

March 12, 2020

/s/ Thomas Woiwode, Ph.D.
Thomas Woiwode, Ph.D.

Director

March 12, 2020



Kenneth Guernsey
+1 415 693 2091
kguernsey@cooley.com

March 12, 2020

Adverum Biotechnologies, Inc.
800 Saginaw Drive
Redwood City, CA 94063

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 3,364,411 (the "**Shares**") consisting of (i) 2,691,529 shares of the Company's common stock, \$0.0001 par value per share ("**Common Stock**"), pursuant to the Company's 2014 Equity Incentive Award Plan, as amended and restated (the "**2014 Plan**") and (ii) 672,882 shares of Common Stock issuable pursuant to the Company's 2014 Employee Stock Purchase Plan, as amended and restated (together with the 2014 Plan, 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 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, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness 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.

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 their respective Plans, 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
t: (415) 693-2000 f: (415) 693-2222 cooley.com



March 12, 2020

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Sincerely,

COOLEY LLP

By: /s/ Kenneth Guernsey

Kenneth Guernsey

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

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 2014 Equity Incentive Award Plan, as amended and restated and the 2014 Employee Stock Purchase Plan, as amended and restated, of Adverum Biotechnologies, Inc. of our reports dated March 12, 2020, with respect to the consolidated financial statements of Adverum Biotechnologies, Inc. and the effectiveness of internal control over financial reporting of Adverum Biotechnologies, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2019, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Jose, California
March 12, 2020