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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)

**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)

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**2017 Inducement Plan, as amended and restated**  
(Full title of the plan)

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**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)

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*Copies to:*

**Kenneth Guernsey  
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.

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**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(3)</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, par value \$0.0001 per share	1,500,000 shares (2)	\$17.71	\$26,565,000.00	\$3,448.14

- (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 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 2017 Inducement Plan, as amended and restated, on June 17, 2020.
- (3) 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 August 4, 2020.

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### Explanatory Note

This Registration Statement on Form S-8 (this “Registration Statement”) registers 1,500,000 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. 2017 Inducement Plan, as amended and restated (the “Plan”).

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 Plan filed by the Registrant with the Securities and Exchange Commission (the “SEC”) on [October 11, 2017](#) (File No. 333-220894), [March 7, 2019](#) (as amended by [Post-Effective Amendment No. 1](#) thereto filed on [March 12, 2019](#), File No. 333-230138), and [August 8, 2019](#) (File No. 333-233135).

## 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 Plan, previously filed with the SEC on [October 11, 2017](#) (File No. 333-220894), [March 7, 2019](#) (as amended by [Post-Effective Amendment No. 1](#) thereto filed on [March 12, 2019](#), File No. 333-230138), and [August 8, 2019](#) (File No. 333-233135);
- 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 incorporated by reference in the Form 10-K by our [proxy statement](#) for our 2020 Annual Meeting of Stockholders;
- our quarterly reports on Form 10-Q for the quarters ended March 31, 2020 and June 30, 2020, which were filed with the SEC on [May 28, 2020](#) and [August 10, 2020](#), respectively.
- our Current Reports 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), [April 20, 2020](#), [May 8, 2020](#), [June 15, 2020](#) and [June 29, 2020](#); 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 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**

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference</u>			<u>Filed Herewith</u>
		<u>Form</u>	<u>SEC File No.</u>	<u>Exhibit Number</u> <u>Date</u>	
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	3.1 June 29, 2020	
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 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="#">2017 Inducement Plan, as amended and restated.</a>	10-Q	001-36579	10.9 August 10, 2020	

## 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 August 10, 2020.

### Adverum Biotechnologies, Inc.

By: /s/ Laurent Fischer, M.D.

Laurent Fischer, M.D.  
Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Laurent Fischer, 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Laurent Fischer, M.D.</u> Laurent Fischer, M.D.	Chief Executive Officer and Director (Principal Executive Officer)	August 10, 2020
<u>/s/ Thomas Leung</u> Thomas Leung	Chief Financial Officer (Principal Financial and Accounting Officer)	August 10, 2020
<u>/s/ Patrick Machado</u> Patrick Machado	Board Chair, Director	August 10, 2020
<u>/s/ Eric G. Carter, M.D., Ph.D.</u> Eric G. Carter, M.D., Ph.D.	Director	August 10, 2020
<u>/s/ Mehdi Gasmi, Ph.D.</u> Mehdi Gasmi, Ph.D.	Director	August 10, 2020
<u>/s/ Rekha Hemrajani</u> Rekha Hemrajani	Director	August 10, 2020
<u>/s/ Mark Lupher, Ph.D.</u> Mark Lupher, Ph.D.	Director	August 10, 2020
<u>/s/ James Scopa</u> James Scopa	Director	August 10, 2020
<u>/s/ Scott Whitcup, M.D.</u> Scott Whitcup, M.D.	Director	August 10, 2020
<u>/s/ Thomas Woiwode, Ph.D.</u> Thomas Woiwode, Ph.D.	Director	August 10, 2020



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

August 10, 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**"), 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 1,500,000 shares (the "**Shares**") of the Company's Common Stock issuable pursuant to the Company's 2017 Inducement Plan, as amended and restated (the "**Plan**").

In connection with this opinion, we have examined and relied upon the Registration Statement and related prospectus, the Company's Amended and Restated Certificate of Incorporation, as amended, and Bylaws, each as currently in effect, the Plan and originals or copies certified to our satisfaction of such other records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signature, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery by all persons other than the Company of all documents where authorization, execution and delivery are prerequisites to the effectiveness thereof. thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified 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 the Plan, the Registration Statement and related prospectus, 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



August 10, 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 2017 Inducement 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  
August 10, 2020