SEC Form 4
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## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Instruction 1(b).			Filed pursuant to Section 16(a) of the Securities Exchange Act of	1934	hours per	response: 0.	5
			or Section 30(h) of the Investment Company Act of 1940	200.			
1. Name and Addre		g Person <sup>*</sup>	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Voyager Therapeutics, Inc.</u> [ VYGR ]	(Check a	onship of Reporting F II applicable) Director Officer (give title	Person(s) to Issuer 10% Owner Other (specify	
(Last) C/O VOYAGEF 64 SIDNEY ST		(Middle) UTICS, INC.,	3. Date of Earliest Transaction (Month/Day/Year) 02/13/2023		below) Senior VP & Gen	below) neral Counsel	
(Street) CAMBRIDGE (City)	MA (State)	02139 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	Line) X	ual or Joint/Group Fi Form filed by One R Form filed by More t Person		9
		Table I - Non-D	Derivative Securities Acquired. Disposed of. or Be	eneficially (	Dwned		_

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code ( 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code V Amount (A) OI		(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130. 4)	
Common Stock	02/13/2023		<b>S</b> <sup>(1)</sup>	2,868 <sup>(1)</sup>	D	\$7.67 <sup>(2)</sup>	109,907	D	

	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned   (e.g., puts, calls, warrants, options, convertible securities)														
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)		5. Number tion of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

## Explanation of Responses:

1. Represents shares of common stock sold, pursuant to a durable automatic sales instruction letter effecting the sell-to-cover election of the reporting person to satisfy tax withholding obligations, in connection with the vesting of restricted stock units on February 10, 2023. The reporting person structured the durable automatic sales instructions to constitute a "binding contract" consistent with the affirmative defense to liability under Rule 10b5-1. The sales do not represent a discretionary trade by the reporting person.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.42 to \$7.79, inclusive. The reporting person undertakes to provide to Voyager Therapeutics, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Check this box if no longer subject to Section 16. Form 4 or Form 5