

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Carter Todd Alfred</u> (Last) (First) (Middle) <u>C/O VOYAGER THERAPEUTICS, INC.,</u> <u>64 SIDNEY STREET</u> (Street) <u>CAMBRIDGE MA 02139</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/19/2022</u>	3. Issuer Name and Ticker or Trading Symbol <u>Voyager Therapeutics, Inc. [VYGR]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Chief Scientific Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>36,194⁽¹⁾</u>	<u>D</u>	

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Stock Option (Right to Buy)</u>	<u>(2)</u>	<u>06/13/2026</u>	<u>Common Stock</u>	<u>22,000</u>	<u>14.14</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(3)</u>	<u>02/01/2027</u>	<u>Common Stock</u>	<u>11,000</u>	<u>12.13</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(4)</u>	<u>02/16/2028</u>	<u>Common Stock</u>	<u>11,286</u>	<u>19.36</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(5)</u>	<u>11/29/2028</u>	<u>Common Stock</u>	<u>15,000</u>	<u>11.53</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(6)</u>	<u>01/11/2029</u>	<u>Common Stock</u>	<u>10,000</u>	<u>9.1</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(7)</u>	<u>02/10/2030</u>	<u>Common Stock</u>	<u>13,500</u>	<u>12.96</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(8)</u>	<u>02/16/2031</u>	<u>Common Stock</u>	<u>11,140</u>	<u>7.33</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(9)</u>	<u>01/13/2032</u>	<u>Common Stock</u>	<u>50,000</u>	<u>2.85</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(10)</u>	<u>03/14/2032</u>	<u>Common Stock</u>	<u>30,000</u>	<u>6.2</u>	<u>D</u>	

Explanation of Responses:

- Includes shares of common stock issuable under restricted stock units ("RSUs") awarded to the Reporting Person pursuant to the Voyager Therapeutics, Inc. 2015 Stock Option and Incentive Plan (the "2015 Plan") that vest periodically. Each RSU represents the right to receive one share of common stock upon vesting.
- This stock option was issued pursuant to the 2015 Plan and has vested in full.
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- This stock option was issued pursuant to the 2015 Plan and has vested in full.
- This stock option was issued pursuant to the 2015 Plan. The vesting commencement date of the option is the grant date, November 29, 2018. The option vests over four years, with 1/48th of the shares of common stock underlying the option vesting upon the one-month anniversary of such vesting commencement date and an additional 1/48th of the shares of common stock underlying the option vesting at the end of each successive one-month period thereafter, subject to the Reporting Person's continued service.
- This stock option was issued pursuant to the 2015 Plan. The vesting commencement date of the option is the grant date, January 11, 2019. The option vests over four years, with 1/48th of the shares of common stock underlying the option vesting upon the one-month anniversary of such vesting commencement date and an additional 1/48th of the shares of common stock underlying the option vesting at the end of each successive one-month period thereafter, subject to the Reporting Person's continued service.
- This stock option was issued pursuant to the 2015 Plan. The vesting commencement date of the option is the grant date, February 10, 2020. The option vests over four years, with 1/48th of the shares of common stock underlying the option vesting upon the one-month anniversary of such vesting commencement date and an additional 1/48th of the shares of common stock underlying the option vesting at the end of each successive one-month period thereafter, subject to the Reporting Person's continued service.

8. This stock option was issued pursuant to the 2015 Plan. The vesting commencement date of the option is the grant date, February 16, 2021. The option vests over four years, with 1/48th of the shares of common stock underlying the option vesting upon the one-month anniversary of such vesting commencement date and an additional 1/48th of the shares of common stock underlying the option vesting at the end of each successive one-month period thereafter, subject to the Reporting Person's continued service.

9. This stock option was issued pursuant to the 2015 Plan. The vesting commencement date of the option is the grant date, January 13, 2022. The option vests over four years, with 1/48th of the shares of common stock underlying the option vesting upon the one-month anniversary of such vesting commencement date and an additional 1/48th of the shares of common stock underlying the option vesting at the end of each successive one-month period thereafter, subject to the Reporting Person's continued service.

10. This stock option was issued pursuant to the 2015 Plan. The vesting commencement date of the option is the grant date, March 14, 2022. The option vests over four years, with 1/48th of the shares of common stock underlying the option vesting upon the one-month anniversary of such vesting commencement date and an additional 1/48th of the shares of common stock underlying the option vesting at the end of each successive one-month period thereafter, subject to the Reporting Person's continued service.

Remarks:

Exhibit 24.1: Limited Power of Attorney

[/s/ Robert Hesslein, as
Attorney-in-Fact for Todd
Carter](#) [09/21/2022](#)

** Signature of Reporting Date
Person

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 5 (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.

LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Robin Swartz, Peter Pfreundschuh, Julie Burek, Robert Hesslein, Scott Townsend, Shawn Stetson, Scott MacDonald and Avery Reaves, signing singly and each acting individually, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Voyager Therapeutics, Inc. (the "Company"), from time to time the following U.S. Securities and Exchange Commission ("SEC") forms: (i) Form ID, including any attached documents, to effect the assignment of codes to the undersigned to be used in the transmission of information to the SEC using the EDGAR System; (ii) Form 3, Initial Statement of Beneficial Ownership of Securities, including any attached documents; (iii) Form 4, Statement of Changes in Beneficial Ownership of Securities, including any attached documents; (iv) Form 5, Annual Statement of Beneficial Ownership of Securities in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder, including any attached documents; (v) Schedule 13D; (vi) Schedule 13G; and (vii) amendments of each thereof, in accordance with the Exchange Act and the rules thereunder, including any attached documents;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, Schedule 13D, Schedule 13G or any amendment(s) thereto, and timely file such form(s) with the SEC and any securities exchange, national association or similar authority;

(3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such attorney-in-fact and approves and ratifies any such release of information; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact, acting singly, full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming nor relieving, nor is the Company assuming nor relieving, any of the undersigned's responsibilities to comply with Section 16 or Regulation 13D-G of the Exchange Act. The undersigned hereby acknowledges that neither the Company nor the foregoing attorneys-in-fact assume (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act and further agrees to indemnify the attorney-in-fact and the Company from and against any demand, damage, loss, cost or expense arising from any false or misleading information provided by the undersigned to the attorney-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file such forms with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney supersedes any prior power of attorney in connection with the undersigned's capacity as an officer and/or director of the Company. This Power of Attorney shall expire as to any individual attorney-in-fact if such attorney-in-fact ceases to provide services to the Company.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of September 19, 2022.

/s/ Todd Carter

Todd Carter, Ph.D.
