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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of The Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported): **June 3, 2021**

Voyager Therapeutics, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37625
(Commission
File Number)

46-3003182
(I.R.S. Employer
Identification No.)

75 Sidney Street
Cambridge, Massachusetts
(Address of principal executive offices)

02139
(Zip Code)

Registrant's telephone number, including area code: **(857) 259-5340**

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value	VYGR	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 7, 2021, Voyager Therapeutics, Inc. (“Voyager”) and Glenn Pierce, M.D., Ph.D., a director and Voyager’s Interim Chief Scientific Officer, entered into an amendment (the “Amendment”) to Dr. Pierce’s existing employment agreement, dated May 19, 2021. Pursuant to the Amendment, Dr. Pierce has agreed to increase his commitment to Voyager and its affairs to 80% of his working time and effort. Under the terms of the Amendment, Dr. Pierce’s annualized base salary increased to \$480,000, effective June 3, 2021. The compensation committee of the board of directors of Voyager also approved the grant to Dr. Pierce, effective June 7, 2021, of a stock option to purchase 42,000 shares of Voyager’s common stock at an exercise price per share equal to the closing price per share of the common stock on The Nasdaq Global Select Market on the grant date. The option award has a ten-year term and vests monthly over a twelve-month period, subject to Dr. Pierce’s continued service to Voyager, including as either an officer or director. The option is subject to the terms and conditions of the applicable award agreement and was granted pursuant to Voyager’s 2015 Stock Option and Incentive Plan.

The foregoing summary of the Amendment is qualified in its entirety by reference to the complete text of the Amendment, a copy of which is filed as an exhibit to this Current Report on Form 8-K and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

Voyager held its Annual Meeting of Stockholders on June 3, 2021. The following is a summary of the matters voted on at that meeting.

- (a) Voyager’s stockholders elected Michael Higgins and Nancy Vitale as Class III directors to serve until the 2024 Annual Meeting of Stockholders, each such director to hold office until his or her successor has been duly elected and qualified. The results of the stockholders’ vote with respect to the election of such Class III directors were as follows:

Name	Votes For	Votes Withheld	Broker Non-Votes
Michael Higgins	22,098,077	4,558,583	5,142,420
Nancy Vitale	25,101,736	1,554,924	5,142,420

- (b) Voyager’s stockholders approved a non-binding, advisory proposal regarding the compensation of Voyager’s named executive officers. The results of the stockholders’ vote with respect to such proposal were as follows:

For	Against	Abstain	Broker Non-Votes
24,673,348	1,954,585	28,727	5,142,420

- (c) Voyager’s stockholders approved a non-binding, advisory proposal regarding the frequency of future advisory votes on named executive officer compensation. The results of the stockholders’ vote with respect to such proposal were as follows:

One Year	Two Years	Three Years	Abstain	Broker Non-Votes
26,343,000	18,340	208,923	86,397	5,142,420

- (d) Voyager’s stockholders ratified the appointment of Ernst & Young LLP as Voyager’s independent registered public accounting firm for the fiscal year ending December 31, 2021. The results of the stockholders’ vote with respect to such ratification were as follows:

For	Against	Abstain	Broker Non-Votes
31,723,611	61,189	14,280	0

In accordance with the results of the non-binding, advisory vote of Voyager’s stockholders and its previous recommendation, the board of directors of Voyager has determined that future advisory votes on named executive officer compensation will be held every year until the next required advisory vote on the frequency of stockholder votes on executive compensation.

Item 9.01 Financial Statements and Exhibits.

- (d) Exhibits

Exhibit No.	Description
10.1	Amendment No. 1 to Employment Agreement, by and between the Registrant and Glenn Pierce, dated June 7, 2021.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VOYAGER THERAPEUTICS, INC.

Date: June 8, 2021

By: /s/ Allison Dorval

Allison Dorval

Chief Financial Officer

(Principal Financial and Accounting Officer)

AMENDMENT NO. 1 TO EMPLOYMENT AGREEMENT

This AMENDMENT NO. 1 TO EMPLOYMENT AGREEMENT (this “Amendment”) is made as of June 7, 2021 (the “Amendment Effective Date”) by and between Voyager Therapeutics, Inc. (the “Company”) and Glenn Pierce (the “Executive”). Any capitalized terms used but not defined in this Amendment shall have the meanings ascribed to such terms in the Agreement (as defined below).

WHEREAS, the parties previously entered into an Employment Agreement, dated as of May 19, 2021 (the “Agreement”); and

WHEREAS, the parties now desire to amend the Agreement as set forth herein.

NOW, THEREFORE, in consideration of the covenants and obligations set forth below, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Amendment to Section 2 of Agreement. The second sentence of Section 2 of the Agreement is hereby deleted in its entirety and replaced with the following:

“The Executive shall devote eighty percent (80%) of the Executive’s working time and efforts to the business and affairs of the Company and shall not engage in any other business activities without the prior written approval of the Board and provided that such activities do not create a conflict of interest or otherwise interfere with the Executive’s performance of the Executive’s duties to the Company.”

2. Amendment to Section 3(a) of the Agreement. The first sentence of Section 3(a) of the Agreement is hereby deleted in its entirety and replaced with the following:

“The Executive’s annualized base salary is \$480,000, which is subject to review and redetermination by the Company from time to time.”

3. Additional Equity Grant. In consideration for the Executive’s agreement to increase his commitment to the Company as set forth in this Amendment, the Compensation Committee of the Company’s Board has authorized a grant to the Executive, effective as of the Amendment Effective Date, of an option to purchase 42,000 shares of Common Stock (the “Additional Option Award”). The shares underlying the Additional Option Award (the “Additional Option Shares”) will have an exercise price per share equal to the closing price of the Common Stock on the NASDAQ Global Select Market on the Amendment Effective Date (or, if the Amendment Effective Date is not a trading day, the most recent preceding trading day for which there is a closing price). The Additional Option Shares will vest on a monthly basis at the end of each month over a one (1) year period by means of twelve consecutive monthly installments of 3,500 Additional Option Shares, subject to the Executive’s continued service to the Company, including employment or continued Board service, on such vesting dates. The Additional Option Award will be subject to and governed by the terms and conditions of the applicable equity award agreement between the Executive and the Company and the plan under which the option is granted.

4. **No Other Modifications.** Any terms and conditions of the Agreement not expressly modified by this Amendment shall remain in full force and effect.

5. **Counterparts.** This Amendment may be executed in any number of counterparts, each of which when so executed and delivered shall be taken to be an original, but all of which together shall constitute one and the same document.

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IN WITNESS WHEREOF, the parties have executed this Amendment effective on the Amendment Effective Date.

VOYAGER THERAPEUTICS, INC.

By: /s/ Robert W. Hesslein

Name: Robert W. Hesslein

Title: SVP & General Counsel

EXECUTIVE:

/s/ Glenn Pierce

Glenn Pierce