

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM D**

OMB APPROVAL

OMB Number: 3235-0076  
Estimated average burden  
hours per response: 4.00

**Notice of Exempt Offering of Securities**

**1. Issuer's Identity**

CIK (Filer ID Number)

[0001640266](#)

Name of Issuer

[Voyager Therapeutics, Inc.](#)

Jurisdiction of Incorporation/Organization

[DELAWARE](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

Previous  
Names

None

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

**2. Principal Place of Business and Contact Information**

Name of Issuer

[Voyager Therapeutics, Inc.](#)

Street Address 1

[75 HAYDEN AVENUE](#)

Street Address 2

City

[LEXINGTON](#)

State/Province/Country

[MASSACHUSETTS](#)

ZIP/PostalCode

[02421](#)

Phone Number of Issuer

[857-259-5340](#)

**3. Related Persons**

Last Name

[Sandrock](#)

First Name

[Alfred](#)

Middle Name

Street Address 1

[75 Hayden Avenue](#)

Street Address 2

City

[Lexington](#)

State/Province/Country

[MASSACHUSETTS](#)

ZIP/PostalCode

[02421](#)

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name

[Pfreundschuh](#)

First Name

[Peter](#)

Middle Name

Street Address 1

[75 Hayden Avenue](#)

Street Address 2

City

[Lexington](#)

State/Province/Country

[MASSACHUSETTS](#)

ZIP/PostalCode

[02421](#)

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name

[Fahey Sandell](#)

First Name

[Jacquelyn](#)

Middle Name

Street Address 1

[75 Hayden Avenue](#)

Street Address 2

City

[Lexington](#)

State/Province/Country

[MASSACHUSETTS](#)

ZIP/PostalCode

[02421](#)

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Swartz	Robin	
Street Address 1	Street Address 2	
75 Hayden Avenue		
City	State/Province/Country	ZIP/PostalCode
Lexington	MASSACHUSETTS	02421
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Carter	Todd	
Street Address 1	Street Address 2	
75 Hayden Avenue		
City	State/Province/Country	ZIP/PostalCode
Lexington	MASSACHUSETTS	02421
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Higgins	Michael	
Street Address 1	Street Address 2	
75 Hayden Avenue		
City	State/Province/Country	ZIP/PostalCode
Lexington	MASSACHUSETTS	02421
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Geraghty	James	A.
Street Address 1	Street Address 2	
75 Hayden Avenue		
City	State/Province/Country	ZIP/PostalCode
Lexington	MASSACHUSETTS	02421
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Hyman	Steven	
Street Address 1	Street Address 2	
75 Hayden Avenue		
City	State/Province/Country	ZIP/PostalCode
Lexington	MASSACHUSETTS	02421
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Pierce	Glenn	
Street Address 1	Street Address 2	
75 Hayden Avenue		
City	State/Province/Country	ZIP/PostalCode
Lexington	MASSACHUSETTS	02421
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
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Vitale  
Street Address 1  
75 Hayden Avenue

Nancy  
Street Address 2

City  
Lexington

State/Province/Country  
MASSACHUSETTS

ZIP/PostalCode  
02421

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name  
Mackey

First Name  
Catherine

Middle Name

Street Address 1  
75 Hayden Avenue

Street Address 2

City  
Lexington

State/Province/Country  
MASSACHUSETTS

ZIP/PostalCode  
02421

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name  
Colon

First Name  
Grace

Middle Name

Street Address 1  
75 Hayden Avenue

Street Address 2

City  
Lexington

State/Province/Country  
MASSACHUSETTS

ZIP/PostalCode  
02421

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name  
Onyia

First Name  
Jude

Middle Name

Street Address 1  
75 Hayden Avenue

Street Address 2

City  
Lexington

State/Province/Country  
MASSACHUSETTS

ZIP/PostalCode  
02421

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name  
Scangos

First Name  
George

Middle Name

Street Address 1  
75 Hayden Avenue

Street Address 2

City  
Lexington

State/Province/Country  
MASSACHUSETTS

ZIP/PostalCode  
02421

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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#### 4. Industry Group

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- Agriculture
- Banking & Financial Services
  - Commercial Banking
  - Insurance
  - Investing
  - Investment Banking
  - Pooled Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940?

- Health Care
  - Biotechnology
  - Health Insurance
  - Hospitals & Physicians
  - Pharmaceuticals
  - Other Health Care
- Manufacturing

Real Estate

- Commercial

- Retailing
- Restaurants
- Technology
  - Computers
  - Telecommunications
  - Other Technology
- Travel

Airlines & Airports

Lodging & Conventions

- Yes     No     Construction     Tourism & Travel Services  
 Other Banking & Financial Services     REITs & Finance     Other Travel  
 Business Services     Residential     Other  
 Energy     Other Real Estate  
 Coal Mining  
 Electric Utilities  
 Energy Conservation  
 Environmental Services  
 Oil & Gas  
 Other Energy

### 5. Issuer Size

- | Revenue Range   | OR | Aggregate Net Asset Value Range                       |
|---|----|---|
| <input type="checkbox"/> No Revenues                    |    | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000              |    | <input type="checkbox"/> \$1 - \$5,000,000            |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000      |    | <input type="checkbox"/> \$5,000,001 - \$25,000,000   |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000     |    | <input type="checkbox"/> \$25,000,001 - \$50,000,000  |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000   |    | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000             |    | <input type="checkbox"/> Over \$100,000,000           |
| <input checked="" type="checkbox"/> Decline to Disclose |    | <input type="checkbox"/> Decline to Disclose          |
| <input type="checkbox"/> Not Applicable                 |    | <input type="checkbox"/> Not Applicable               |

### 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- |  |  |   |
|--|--|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Investment Company Act Section 3(c) |   |
| <input type="checkbox"/> Rule 504 (b)(1)(i)                      | <input type="checkbox"/> Section 3(c)(1)                     | <input type="checkbox"/> Section 3(c)(9)  |
| <input type="checkbox"/> Rule 504 (b)(1)(ii)                     | <input type="checkbox"/> Section 3(c)(2)                     | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii)                    | <input type="checkbox"/> Section 3(c)(3)                     | <input type="checkbox"/> Section 3(c)(11) |
| <input checked="" type="checkbox"/> Rule 506(b)                  | <input type="checkbox"/> Section 3(c)(4)                     | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Rule 506(c)                             | <input type="checkbox"/> Section 3(c)(5)                     | <input type="checkbox"/> Section 3(c)(13) |
| <input type="checkbox"/> Securities Act Section 4(a)(5)          | <input type="checkbox"/> Section 3(c)(6)                     | <input type="checkbox"/> Section 3(c)(14) |
|  | <input type="checkbox"/> Section 3(c)(7)                     |   |

### 7. Type of Filing

- New Notice    Date of First Sale [2024-01-03](#)     First Sale Yet to Occur  
 Amendment

### 8. Duration of Offering

- Does the Issuer intend this offering to last more than one year?     Yes     No

### 9. Type(s) of Securities Offered (select all that apply)

- |  |   |
|--|---|
| <input checked="" type="checkbox"/> Equity   | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt  | <input type="checkbox"/> Tenant-in-Common Securities      |
| <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security                                  | <input type="checkbox"/> Mineral Property Securities      |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe)                 |

### 10. Business Combination Transaction

- Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?     Yes     No

Clarification of Response (if Necessary):

## 11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

## 12. Sales Compensation

Recipient Chestnut Partners, Inc. (Associated) Broker or Dealer <input checked="" type="checkbox"/> None None	Recipient CRD Number <input type="checkbox"/> None 38387 (Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None None	
Street Address 1 One Financial Center	Street Address 2 24th Floor	
City Boston	State/Province/Country MASSACHUSETTS	ZIP/Postal Code 02111
State(s) of Solicitation (select all that apply) Check "All States" or check individual States <input type="checkbox"/> All States	<input checked="" type="checkbox"/> Foreign/non-US	

## 13. Offering and Sales Amounts

Total Offering Amount \$19,999,999 USD or  Indefinite  
Total Amount Sold \$19,999,999 USD  
Total Remaining to be Sold \$0 USD or  Indefinite

Clarification of Response (if Necessary):

## 14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

## 15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$400,000 USD  Estimate  
Finders' Fees \$0 USD  Estimate

Clarification of Response (if Necessary):

## 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD  Estimate

Clarification of Response (if Necessary):

## Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

### Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment

Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Voyager Therapeutics, Inc.	/s/ Jacquelyn Fahey Sandell	Jacquelyn Fahey Sandell	Chief Legal Officer	2024-01-17

***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.***

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.