SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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	OMB Number:	3235-0287								
	Estimated average burden									
	hours per response:	0.5								

Obligations may continue. See Instruction 1(b).	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 Pers Khwaja Omar	son*	2. Issuer Name and Ticker or Trading Symbol <u>Voyager Therapeutics, Inc.</u> [VYGR]	(Check all applicab Director	10% Ov	vner						
(Last) (First) C/O VOYAGER THERAPEUTI(75 SIDNEY STREET	(Middle) CS, INC.,	3. Date of Earliest Transaction (Month/Day/Year) 05/21/2021	- X below)	below) See remarks	- F						
(Street) CAMBRIDGE MA (City) (State)	02139 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	Line) X Form filed	nt/Group Filing (Check A d by One Reporting Perso d by More than One Repo	on						

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)					5. Amount of Securities Beneficially Owned Following Reported	(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(11501 4)
Common Stock	05/21/2021		S		3,516 ⁽¹⁾	D	\$4.03	120,509	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)		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 May 20, 2021. 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.

Remarks:

Chief Medical Officer and Head of Research & Development.

/s/ Allison Dorval, as Attorney-in-Fact for Omar Khwaja ** Signature of Reporting Person

05/25/2021

Date

Signature of Reporting 1 cison

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.