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): February 23, 2023

ALLOVIR, INC.
(Exact name of registrant as specified in its charter)

Delaware	**001-39409**	**83-1971007**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(I.R.S. Employer Identification No.)**

AlloVir, Inc.
1100 Winter Street
Waltham, Massachusetts 02451
(Address of principal executive offices, including zip code)

(617) 433-2605
(Registrant's telephone number, including area code)

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	Trade Symbol(s)	Name of each exchange on which registered
Common Stock, $0.0001 par value per share	ALVR	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 February 22, 2023, upon the recommendation of the Nominating and Corporate Governance Committee of the Board of Directors (the "Board") of AlloVir, Inc. ("AlloVir"), the Board appointed Derek Adams, Ph.D. to the Board, effective March 1, 2023, to fill a newly created vacancy resulting from the retirement of Ansbert Gadicke, M.D. Dr. Adams will serve as a Class I director until his term expires at the 2024 annual meeting of stockholders at which time Dr. Adams will stand for election by AlloVir's stockholders. The Board determined that Dr. Adams is independent under the listing standards of the Nasdaq Stock Market.

Additionally, on February 16, 2023, Ansbert Gadicke, M.D. notified the Board that he will be retiring from the Board effective February 28, 2023. Dr. Gadicke's resignation did not result from any disagreement with AlloVir on any matter relating to AlloVir's operations, policies or practices.

There are no transactions and no proposed transactions between Dr. Adams (or any member of such individual's immediate family) and AlloVir (or any of its subsidiaries), and there is no arrangement or understanding between Dr. Adams and any other person or entity pursuant to which such individual was appointed as a director of AlloVir.

Dr. Adams will receive compensation for his service on the Board in accordance with AlloVir's non-employee director compensation policy. A description of the compensatory arrangements for non-employee directors is included in AlloVir's proxy statement on Schedule 14A for the 2022 annual meeting of shareholders, filed with the SEC on April 6, 2022.

Item 7.01 Regulation FD Disclosure

On February 23, 2023, AlloVir issued a press release announcing the appointment of a new director. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated into this Item 7.01 by reference.

The information in this Current Report on Form 8-K and Exhibit 99.1 attached hereto is intended to be furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release dated February 23, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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.

AlloVir, Inc.

Date: February 23, 2023

By: /s/ Edward Miller
Name: Edward Miller
Title: *General Counsel*

Exhibit 99.1

For Immediate Release

AlloVir Appoints Derek Adams, Ph.D., to Board of Directors

Waltham, Mass., February 23, 2023 – AlloVir (Nasdaq: ALVR), a late-clinical stage allogeneic T cell immunotherapy company, today announced the appointment of Derek Adams, Ph.D., to its Board of Directors, effective March 1, 2023. Dr. Adams brings more than two decades of experience leading the manufacturing of biologic and gene therapies at all stages of development.

“I am thrilled that Derek is joining AlloVir’s Board of Directors at this important time as the Company looks toward the completion of our posoleucel Phase 3 studies, and potential regulatory submissions and commercial launches. His experience successfully advancing the manufacturing of complex biologic and gene therapies from clinical development to commercialization will be a tremendous asset as we drive posoleucel through Phase 3 and beyond,” said Diana Brainard, M.D., Chief Executive Officer, AlloVir.

As Dr. Adams joins, AlloVir Board member Ansbert Gadicke, M.D., has advised the Company that he will step down at the end of this month. Dr. Gadicke joined the Board in September 2018 and has helped to guide AlloVir’s growth from an early clinical stage company at the time of its initial public offering in July 2020 to its current state as a late-clinical stage company with three ongoing Phase 3 registrational studies.

“I would like to thank Ansbert for his significant contributions to AlloVir. His experience building leading biopharmaceutical companies has helped shape AlloVir’s strategy and position the company for continued success as we plan for the next phase of our growth,” said Dr. Brainard.

Dr. Adams has extensive experience in building manufacturing capabilities and navigating the regulatory Chemistry, Manufacturing and Controls (CMC) landscape from development through commercialization for advanced medicinal products including cell therapies. He currently serves as Chief Executive Officer of Stellular Bio, a private biotechnology company pioneering a platelet-inspired cell therapy platform for regenerative medicine, and previously served as President and Chief Executive Officer of PlateletBio. Prior to these roles, Dr. Adams spent more than two decades leading CMC for clinical- and commercial-stage biologics and gene therapy companies. He served as Chief Technology and Manufacturing Officer at bluebird bio, Senior Vice President of CMC at Evelo Biosciences, and Vice President of Technical and Strategic Product Development at Alexion Pharmaceuticals. Dr. Adams received his Ph.D. in Chemical Engineering from the University of Minnesota and a B.S. in Chemical Engineering with High Distinction from Worcester Polytechnic Institute.

About AlloVir

AlloVir is a leading late clinical-stage cell therapy company with a focus on restoring natural immunity against life-threatening viral diseases in pediatric and adult patients with weakened immune systems. The company’s innovative and proprietary technology platforms leverage off-the-shelf, allogeneic, single- and multi-virus-specific T cells for patients with T cell deficiencies who are at risk from the life-threatening consequences of viral diseases. AlloVir’s technology and manufacturing process enable the potential for the treatment and prevention of a spectrum of devastating viruses with each single allogeneic cell therapy. The company is advancing multiple mid- and late-stage clinical trials across its product portfolio. For more information, visit www.allovir.com or follow us on Twitter or LinkedIn.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including, without limitation, statements regarding AlloVir's development and regulatory status of our product candidates, the planned conduct of its preclinical studies, and clinical trials and its prospects for success in those studies and trials, and its strategy, business plans and focus. The words "may," "will," "could," "would," "should," "expect," "plan," "anticipate," "intend," "believe," "estimate," "predict," "project," "potential," "continue," "target" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Any forward-looking statements in this press release are based on management's current expectations and beliefs and are subject to a number of risks, uncertainties, and important factors that may cause actual events or results to differ materially from those expressed or implied by any forward-looking statements contained in this press release, including, without limitation, those related to AlloVir's financial results, the timing for the initiation and successful completion of AlloVir's clinical trials of its product candidates, whether and when, if at all, AlloVir's product candidates will receive approval from the U.S. Food and Drug Administration, or FDA, or other foreign regulatory authorities, competition from other biopharmaceutical companies, the impact of the COVID-19 pandemic on AlloVir's product development plans, supply chain, and business operations and other risks identified in AlloVir's SEC filings. AlloVir cautions you not to place undue reliance on any forward-looking statements, which speak only as of the date they are made. AlloVir disclaims any obligation to publicly update or revise any such statements to reflect any change in expectations or in events, conditions, or circumstances on which any such statements may be based, or that may affect the likelihood that actual results will differ from those set forth in the forward-looking statements. Any forward-looking statements contained in this press release represent AlloVir's views only as of the date hereof and should not be relied upon as representing its views as of any subsequent date.

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