

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

ALLOVIR, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

83-1971007
(I.R.S. Employer
Identification No.)

139 Main Street, Suite 500
Cambridge, Massachusetts
(Address of Principal Executive Offices)

02142
(Zip Code)

AlloVir, Inc. 2020 Stock Option and Grant Plan
(Full Title of the Plans)

David Hallal
Chief Executive Officer
AlloVir, Inc.

139 Main Street, Suite 500
Cambridge, Massachusetts 02142
(617) 433-2605

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Mitchell S. Bloom, Esq.
Danielle Lauzon, Esq.
Nicole Daley, Esq.
Goodwin Procter LLP
100 Northern Avenue
Boston, Massachusetts 02210
(617) 570-1000

Edward Miller
General Counsel and Secretary
AlloVir, Inc.
139 Main Street, Suite 500
Cambridge, Massachusetts 02142
(617) 433-2605

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.0001 per share	3,255,343 (2)	\$43.76 (3)	\$142,437,533	\$15,540

Total	3,255,343	\$142,437,533	\$15,540
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- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of common stock which become issuable under the above-named plans by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding shares of common stock.
- (2) Represents an automatic annual increase on January 1, 2021 to the number of shares reserved for issuance under the 2020 Stock Option and Grant Plan (the “2020 Plan”) pursuant to the terms of the 2020 Plan. Shares available for issuance under the 2020 Plan were previously registered on a registration statement on Form S-8 filed with the Securities and Exchange Commission on July 31, 2020 (Registration No. 333-240259).
- (3) The price of \$43.76 per share, which is the average of the high and low sale prices of the Common Stock of the registrant as quoted on the Nasdaq Global Market on February 5, 2021, is set forth solely for purposes of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act, and has been used as these shares are without a fixed price.

EXPLANATORY NOTE

This Registration Statement on Form S-8 relating to the 2020 Stock Option and Grant Plan of AlloVir, Inc. (the “Registrant”) registers additional securities of the same class as other securities for which a registration statement filed on Form S-8 (SEC File No. 333-240259) of the Registrant is effective. Accordingly, the information contained in the Registrant’s Registration Statement on [Form S-8](#) (SEC File No. 333-240259) filed with the Securities and Exchange Commission on July 31, 2020 is hereby incorporated by reference pursuant to General Instruction E, except for “Item 8. Exhibits.”

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See the Exhibit Index for a list of exhibits filed as part of this registration statement, which Exhibit Index is incorporated herein by reference.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
4.1	<u>Third Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-39409) filed on August 3, 2020).</u>
4.2	<u>Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-39409) filed on August 3, 2020).</u>
4.3	<u>Amended and Restated Investors' Rights Agreement among the Registrant and certain of its stockholders, effective as of May 8, 2019 (incorporated by reference to Exhibit 4.2 of the Registrant's Registration Statement on Form S-1 (File No. 333-239698) filed on July 6, 2020).</u>
5.1*	<u>Opinion of Goodwin Procter LLP.</u>
23.1*	<u>Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.</u>
23.2*	Consent of Goodwin Procter LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (included on signature page)
99.1	<u>2020 Stock Option and Grant Plan and forms of award agreements thereunder (incorporated by reference to Exhibit 10.2 to the Registrant's Registration Statement on Form S-1/A (File No. 333-239698) filed on July 23, 2020).</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Cambridge, Commonwealth of Massachusetts, on February 12, 2021.

ALLOVIR, INC.

By: /s/ David Hallal

David Hallal
Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL BY THESE PRESENT, that each individual whose signature appears below hereby constitutes and appoints David Hallal and Vikas Sinha, and each of them, either of whom may act without the joinder of the other, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated below:

<u>Signature</u>	<u>Title(s)</u>	<u>Date</u>
<u>/s/ David Hallal</u> David Hallal	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	February 12, 2021
<u>/s/ Vikhas Sinha</u> Vikhas Sinha	President, Chief Financial Officer and Director <i>(Principal Financial Officer and Principal Accounting Officer)</i>	February 12, 2021
<u>/s/ Jeffrey Bornstein</u> Jeffrey Bornstein	Director	February 12, 2021
<u>/s/ Diana Brainard, MD</u> Diana Brainard, MD	Director	February 12, 2021
<u>/s/ John Wilson</u> John Wilson	Director	February 12, 2021
<u>/s/ Ansbert Gadicke, MD</u> Ansbert Gadicke, MD	Director	February 12, 2021
<u>/s/ Morana Jovan-Embiricos, PhD</u> Morana Jovan-Embiricos, PhD	Director	February 12, 2021
<u>/s/ Malcolm Brenner, MD, PhD</u> Malcolm Brenner, MD, PhD	Director	February 12, 2021
<u>/s/ Juan F. Vera, MD</u> Juan F. Vera, MD	Director	February 12, 2021



Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210
goodwinlaw.com
+1 617 570 1000

February 12, 2021

AlloVir, Inc.
139 Main Street, Suite 500
Cambridge, MA 02142

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 3,255,343 shares (the "Shares") of Common Stock, \$0.0001 par value per share ("Common Stock"), of AlloVir, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2020 Stock Option and Grant Plan (the "Plan").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plans, will be validly issued, fully paid and nonassessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ GOODWIN PROCTER LLP

GOODWIN PROCTER LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 12, 2021, relating to the financial statements of AlloVir, Inc., appearing in the Annual Report on Form 10-K of AlloVir, Inc. for the year ended December 31, 2020.

/s/ Deloitte & Touche LLP

Boston, Massachusetts
February 12, 2021