UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

Notice of Exempt Offering of Securities

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

1. Issuer's Identity

CIK (Filer ID Number)
0001681087

Name of Issuer
Tectonic Therapeutic, 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
AVROBIO, Inc.
AvroBio, Inc.

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
Tectonic Therapeutic, Inc.

Street Address 1
490 ARSENAL WAY

Street Address 2
SUITE 210

City
WATERTOWN

State/Province/Country
MASSACHUSETTS

ZIP/PostalCode
02472

Phone Number of Issuer
(339) 666-3320

3. Related Persons

Last Name
Reicin

First Name
Alise

Middle Name

Street Address 1
c/o Tectonic Therapeutic, Inc.

Street Address 2
490 Arsenal Way, Suite 210

City
Watertown

State/Province/Country
MASSACHUSETTS

ZIP/PostalCode
02472

Relationship: ☑ Executive Officer ☑ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name
Lochner

First Name
Daniel

Middle Name

Street Address 1
c/o Tectonic Therapeutic, Inc.

Street Address 2
490 Arsenal Way, Suite 210

City
Watertown

State/Province/Country
MASSACHUSETTS

ZIP/PostalCode
02472

Relationship: ☑ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name
McNamara

First Name
Peter

Middle Name

Street Address 1
c/o Tectonic Therapeutic, Inc.

Street Address 2
490 Arsenal Way, Suite 210

City
Watertown

State/Province/Country
MASSACHUSETTS

ZIP/PostalCode
02472

Relationship: ☑ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Ruddy	Marcella	K.
Street Address 1	Street Address 2	
c/o Tectonic Therapeutic, Inc.	490 Arsenal Way, Suite 210	
City	State/Province/Country	ZIP/PostalCode
Watertown	MASSACHUSETTS	02472

Relationship: ☑ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Schwabish	Marc	
Street Address 1	Street Address 2	
c/o Tectonic Therapeutic, Inc.	490 Arsenal Way, Suite 210	
City	State/Province/Country	ZIP/PostalCode
Watertown	MASSACHUSETTS	02472

Relationship: ☑ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
McGuire	Terrance	
Street Address 1	Street Address 2	
c/o Tectonic Therapeutic, Inc.	490 Arsenal Way, Suite 210	
City	State/Province/Country	ZIP/PostalCode
Watertown	MASSACHUSETTS	02472

Relationship: ☐ Executive Officer ☑ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Springer	Timothy	
Street Address 1	Street Address 2	
c/o Tectonic Therapeutic, Inc.	490 Arsenal Way, Suite 210	
City	State/Province/Country	ZIP/PostalCode
Watertown	MASSACHUSETTS	02472

Relationship: ☐ Executive Officer ☑ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Tipirneni	Praveen	P.
Street Address 1	Street Address 2	
c/o Tectonic Therapeutic, Inc.	490 Arsenal Way, Suite 210	
City	State/Province/Country	ZIP/PostalCode
Watertown	MASSACHUSETTS	02472

Relationship: ☐ Executive Officer ☑ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Vitorovic	Stefan	
Street Address 1	Street Address 2	
c/o Tectonic Therapeutic, Inc.	490 Arsenal Way, Suite 210	
City	State/Province/Country	ZIP/PostalCode
Watertown	MASSACHUSETTS	02472

Relationship: ☐ Executive Officer ☑ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Donenberg	Phillip	B.
Street Address 1	Street Address 2	

c/o Tectonic Therapeutic, Inc.	490 Arsenal Way, Suite 210	
City	State/Province/Country	ZIP/PostalCode
Watertown	MASSACHUSETTS	02472

Relationship: ☐ Executive Officer ☑ Director ☐ Promoter

Clarification of Response (if Necessary):

4. Industry Group

☐ 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?

  ☐ Yes ☐ No
- ☐ Other Banking & Financial Services

☐ Business Services

Energy

- ☐ Coal Mining
- ☐ Electric Utilities
- ☐ Energy Conservation
- ☐ Environmental Services
- ☐ Oil & Gas
- ☐ Other Energy

Health Care

- ☑ Biotechnology
- ☐ Health Insurance
- ☐ Hospitals & Physicians
- ☐ Pharmaceuticals
- ☐ Other Health Care

☐ Manufacturing

Real Estate

- ☐ Commercial
- ☐ Construction
- ☐ REITS & Finance
- ☐ Residential
- ☐ Other Real Estate

☐ Retailing

☐ Restaurants

Technology

- ☐ Computers
- ☐ Telecommunications
- ☐ Other Technology

Travel

- ☐ Airlines & Airports
- ☐ Lodging & Conventions
- ☐ Tourism & Travel Services
- ☐ Other Travel

☐ Other

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
☐ No Revenues		☐ No Aggregate Net Asset Value
☐ $1 - $1,000,000		☐ $1 - $5,000,000
☐ $1,000,001 - $5,000,000		☐ $5,000,001 - $25,000,000
☐ $5,000,001 - $25,000,000		☐ $25,000,001 - $50,000,000
☐ $25,000,001 - $100,000,000		☐ $50,000,001 - $100,000,000
☐ Over $100,000,000		☐ Over $100,000,000
☑ Decline to Disclose		☐ Decline to Disclose
☐ Not Applicable		☐ Not Applicable

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

- ☐ Rule 504(b)(1) (not (i), (ii) or (iii))
- ☐ Rule 504 (b)(1)(i)
- ☐ Rule 504 (b)(1)(ii)
- ☐ Rule 504 (b)(1)(iii)
- ☑ Rule 506(b)
- ☐ Rule 506(c)
- ☐ Securities Act Section 4(a)(5)

☐ Investment Company Act Section 3(c)

- ☐ Section 3(c)(1)
- ☐ Section 3(c)(2)
- ☐ Section 3(c)(3)
- ☐ Section 3(c)(4)
- ☐ Section 3(c)(5)
- ☐ Section 3(c)(6)
- ☐ Section 3(c)(7)
- ☐ Section 3(c)(9)
- ☐ Section 3(c)(10)
- ☐ Section 3(c)(11)
- ☐ Section 3(c)(12)
- ☐ Section 3(c)(13)
- ☐ Section 3(c)(14)

7. Type of Filing

☑ New Notice Date of First Sale 2025-02-05 ☐ 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)

☑ Equity	☐ Pooled Investment Fund Interests
☐ Debt	☐ Tenant-in-Common Securities
☐ Option, Warrant or Other Right to Acquire Another Security	☐ Mineral Property Securities
☐ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	☐ 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
TD Securities (USA) LLC

Recipient CRD Number ☐ None
18476

(Associated) Broker or Dealer ☑ None
None

(Associated) Broker or Dealer CRD Number ☑ None
None

Street Address 1
1 Vanderbilt Avenue

Street Address 2

City
New York

State/Province/Country
NEW YORK

ZIP/Postal Code
10017

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States ☑ All States

☐ Foreign/non-US

Recipient
Leerink Partners LLC

Recipient CRD Number ☐ None
39011

(Associated) Broker or Dealer ☑ None
None

(Associated) Broker or Dealer CRD Number ☑ None
None

Street Address 1
53 State Street

Street Address 2
40th Floor

City
Boston

State/Province/Country
MASSACHUSETTS

ZIP/Postal Code
02109

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States ☑ All States

☐ Foreign/non-US

Recipient
Piper Sandler & Co.

Recipient CRD Number ☐ None
665

(Associated) Broker or Dealer ☑ None
None

(Associated) Broker or Dealer CRD Number ☑ None
None

Street Address 1
1251 Avenue of the Americas

Street Address 2
Floor 7

City
New York

State/Province/Country
NEW YORK

ZIP/Postal Code
10020

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States ☑ All States

☐ Foreign/non-US

Recipient
Wells Fargo Securities, LLC

Recipient CRD Number ☐ None
126292

(Associated) Broker or Dealer ☑ None
None

(Associated) Broker or Dealer CRD Number ☑ None
None

Street Address 1
500 West 33rd Street

Street Address 2
14th Floor

City

State/Province/Country

ZIP/Postal Code

New York NEW YORK 10001

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States ☑ All States ☐ Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount	$185,027,642 USD	or ☐ Indefinite
Total Amount Sold	$185,027,642 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: 29

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	$11,101,659 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
Tectonic Therapeutic, Inc.	/s/ Alise Reicin	Alise Reicin	CEO	2025-02-14

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.