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

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

Tectonic Therapeutic, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

83-0710585
(I.R.S. Employer
Identification No.)

490 Arsenal Way
Suite 210
Watertown, MA
(Address of Principal Executive Offices)

02472
(Zip Code)

2019 Equity Incentive Plan
2024 Equity Incentive Plan
2024 Employee Stock Purchase Plan
(Full titles of the plans)

Daniel Lochner
Chief Financial Officer
490 Arsenal Way
Suite 210
Watertown, MA 02472
(339) 666-3320
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Marc A. Recht
Courtney T. Thorne
Katherine Denby
Cooley LLP
500 Boylston Street, 14th Floor
Boston, MA 02116
(617) 937-2300

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 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.

EXPLANATORY NOTE

On June 20, 2024 (the “Closing Date”), Tectonic Therapeutic, Inc., a Delaware corporation (previously named AVROBIO, Inc. and our predecessor company (“AVROBIO”)), consummated the previously announced merger (the “Merger”) pursuant to the terms of the Agreement and Plan of Merger and Reorganization, dated as of January 30, 2024 (the “Merger Agreement”), by and among AVROBIO, Alpine Merger Subsidiary, Inc., a Delaware corporation and direct wholly owned subsidiary of AVROBIO (“Merger Sub”), and Tectonic Operating Company, Inc., a Delaware corporation (previously named Tectonic Therapeutic, Inc. (“Legacy Tectonic”)).

In accordance with the Merger Agreement, on the Closing Date, each outstanding stock option to purchase shares of Legacy Tectonic common stock (each a “Legacy Tectonic Option”) originally granted under the Legacy Tectonic 2019 Equity Incentive Plan (the “2019 Plan”) was assumed by the Registrant and was converted into, and became, a stock option to purchase shares of common stock of the Registrant and the Registrant assumed the 2019 Plan.

The Registrant is filing this Registration Statement on Form S-8 for the purpose of registering: (i) 696,907 shares of common stock under the 2019 Plan; (ii) 1,938,799 shares of common stock under the Registrant’s 2024 Equity Incentive Plan; and (iii) 147,343 shares of common stock under the Registrant’s 2024 Employee Stock Purchase Plan.

PART I
INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

ITEM 1. PLAN INFORMATION.

Not required to be filed with this Registration Statement.

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.

Not required to be filed with this Registration Statement.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed by the Registrant with the Securities and Exchange Commission ("SEC"):

(a) Annual Report on [Form 10-K](#) for the year ended December 31, 2023, filed with the SEC on March 14, 2024;

(b) Quarterly Reports on Form 10-Q for the periods ended March 31, 2024 and June 30, 2024, filed with the SEC on [May 9, 2024](#) and [August 14, 2024](#), respectively;

(c) Current Reports on Form 8-K, which were filed with the SEC on [January 30, 2024](#), [June 4, 2024](#), [June 11, 2024](#), [June 14, 2024](#), [June 18, 2024](#), [June 20, 2024](#), [June 26, 2024](#), [July 5, 2024](#) and [July 30, 2024](#) (except that, with respect to the foregoing Current Reports, any portions thereof which are furnished and not filed shall not be deemed incorporated by reference); and

(d) the description of the Registrant's common stock in the Registrant's registration statement on [Form 8-A](#) filed with the SEC on June 11, 2018, including any amendments or reports filed for the purpose of updating such description, including as [Exhibit 4.3](#) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2019.

All documents, reports and definitive proxy or information statements filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), other than current reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items, after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents, reports and definitive proxy or information statements, or portions thereof, which are furnished and not filed in accordance with the rules of the SEC shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes that statement. Any such statement so modified or superseded shall not constitute a part of this Registration Statement, except as so modified or superseded.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 145 of the Delaware General Corporation Law (the “DGCL”) authorizes a corporation to indemnify its directors and officers against liabilities arising out of actions, suits and proceedings to which they are made or threatened to be made a party by reason of the fact that they have served or are currently serving as a director or officer to a corporation. The indemnity may cover expenses (including attorneys’ fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by the director or officer in connection with any such action, suit or proceeding. Section 145 permits corporations to pay expenses (including attorneys’ fees) incurred by directors and officers in advance of the final disposition of such action, suit or proceeding. In addition, Section 145 provides that a corporation has the power to purchase and maintain insurance on behalf of its directors and officers against any liability asserted against them and incurred by them in their capacity as a director or officer, or arising out of their status as such, whether or not the corporation would have the power to indemnify the director or officer against such liability under Section 145.

Section 102(b)(7) of the DGCL provides that a corporation’s certificate of incorporation may contain a provision eliminating or limiting the personal liability of a director or officer to the corporation or its stockholders for monetary damages for breach of fiduciary duty, provided that such provision shall not eliminate or limit the liability (i) for any breach of the duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which an improper personal benefit was derived. Our Amended and Restated Bylaws (the “Bylaws”) provide that we will indemnify each person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding (other than an action by or in the right of us) by reason of the fact that he or she is or was, or has agreed to become, a director or officer, or is or was serving, or has agreed to serve, at our request as a director, officer, partner, employee or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise (all such persons being referred to as an “Indemnitee”), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding and any appeal therefrom, if such Indemnitee acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, our best interests, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The Bylaws provide that we will indemnify any Indemnitee who was or is a party to an action or suit by or in the right of us to procure a judgment in our favor by reason of the fact that the Indemnitee is or was, or has agreed to become, a director or officer, or is or was serving, or has agreed to serve, at our request as a director, officer, partner, employee or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise, or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys’ fees) and, to the extent permitted by law, amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, and any appeal therefrom, if the Indemnitee acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, our best interests, except that no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to us, unless a court determines that, despite such adjudication but in view of all of the circumstances, he or she is entitled to indemnification of such expenses. Notwithstanding the foregoing, to the extent that any Indemnitee has been successful, on the merits or otherwise, he or she will be indemnified by us against all expenses (including attorneys’ fees) actually and reasonably incurred in connection therewith. Expenses must be advanced to an Indemnitee under certain circumstances.

We have entered into indemnification agreements with each of our directors and officers. These indemnification agreements may require us, among other things, to indemnify our directors and officers for some expenses, including attorneys’ fees, judgments, fines and settlement amounts incurred by a director or officer in any action or proceeding arising out of his or her service as one of our directors or officers, or any of our subsidiaries or any other company or enterprise to which the person provides services at our request.

We also maintain general liability insurance that covers certain liabilities of our directors and officers arising out of claims based on acts or omissions in their capacities as directors or officers, including liabilities under the Securities Act.

Under the Merger Agreement, from the effective time of the Merger through the sixth anniversary of the date of the effective time, we agreed to indemnify and hold harmless each person who was, as of January 30, 2024, the signing date of the Merger Agreement, or had been at any time prior, or who becomes prior to the effective time of the Merger, a director or officer of our company or Legacy Tectonic, against all claims, losses, liabilities, damages, judgments, fines and reasonable fees, costs and expenses, including attorneys' fees and disbursements, pertaining to claims arising out of the fact that such person was a director or officer of our company or Legacy Tectonic, at or prior to the effective time of the merger, to the fullest extent permitted under the DGCL.

Under the Merger Agreement, we agreed not to amend, modify or repeal provisions in the Fourth Amended and Restated Certificate of Incorporation and the Bylaws that were in effect as of January 30, 2024, the date of the Merger Agreement, with respect to indemnification, advancement of expenses and exculpation of our present and former directors and officers for a period of six years from the effective time of the Merger in a manner that would adversely affect the rights of such individuals who at the effective time of the Merger were our officers or directors.

In connection with the Merger, we purchased an insurance policy in effect for six years from the effective time of the Merger, providing no less favorable coverage as the current directors' and officers' liability insurance policies maintained by us with respect to any actual or alleged error, misstatement, misleading statement, act, omission, neglect, breach of duty or any matter claimed against our current and former officers and directors.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

Exhibit Number	Description
4.1	<u>Fourth Amended and Restated Certificate of Incorporation, as amended through June 20, 2024 (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-38537), filed with the SEC on August 14, 2024).</u>
4.2	<u>Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-38537), filed with the SEC on June 25, 2018).</u>
5.1	<u>Opinion of Cooley LLP.</u>
23.1	<u>Consent of Deloitte & Touche LLP, independent registered public accounting firm of Tectonic Therapeutic, Inc.</u>
23.2	<u>Consent of Cooley LLP. Reference is made to Exhibit 5.1.</u>
24.1	<u>Power of Attorney. Reference is made to the signature page hereto.</u>
99.1	<u>Tectonic Therapeutic, Inc. 2019 Equity Incentive Plan and forms of award agreements thereunder (incorporated by reference to Exhibit 10.42 to the Registrant's Registration Statement on Form S-4, filed with the SEC on February 14, 2024).</u>

Exhibit Number	Description
99.2	Tectonic Therapeutic, Inc. 2024 Equity Incentive Plan (incorporated by reference to Exhibit 10.6 to the Registrant's Current Report on Form 8-K (File No. 001-38537), filed with the SEC on June 20, 2024).
99.3	Forms of Option Grant Notice, Option Agreement and Notice of Exercise under Tectonic Therapeutic, Inc. 2024 Equity Incentive Plan (incorporated by reference to Exhibit 10.7 to the Registrant's Current Report on Form 8-K (File No. 001-38537), filed with the SEC on June 20, 2024).
99.4	Tectonic Therapeutic, Inc. 2024 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.8 to the Registrant's Current Report on Form 8-K (File No. 001-38537), filed with the SEC on June 20, 2024).
107	Filing Fee Table.

ITEM 9. UNDERTAKINGS.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act");

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the Registration Statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement; and

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Watertown, Commonwealth of Massachusetts, on August 21, 2024.

TECTONIC THERAPEUTIC, INC.

By /s/ Alise Reicin

Alise Reicin

President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Alise Reicin and Daniel Lochner, and each of them, as true and lawful attorneys-in-fact and agents, with full powers of substitution and resubstitution, for them and in their name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and generally to do all such things in their names and behalf in their capacities as officers and directors to enable Tectonic Therapeutic, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Alise Reicin</u> Alise Reicin	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	August 21, 2024
<u>/s/ Daniel Lochner</u> Daniel Lochner	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	August 21, 2024
<u>/s/ Terrance McGuire</u> Terrance McGuire	Director	August 21, 2024
<u>/s/ Stefan Vitorovic</u> Stefan Vitorovic	Director	August 21, 2024
<u>/s/ Timothy A. Springer</u> Timothy A. Springer	Director	August 21, 2024
<u>/s/ Praveen Tipirneni</u> Praveen Tipirneni	Director	August 21, 2024
<u>/s/ Phillip B. Donenberg</u> Phillip B. Donenberg	Director	August 21, 2024



Marc Recht
T: +1 617 937 2316
mrecht@cooley.com

August 21, 2024

Tectonic Therapeutic, Inc.
490 Arsenal Way, Suite 210
Watertown, MA 02472

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Tectonic Therapeutic, Inc., a Delaware corporation (the “*Company*”), in connection with the filing of a Registration Statement on Form S-8 (the “*Registration Statement*”) with the Securities and Exchange Commission (the “*Commission*”) covering the offering of up to 2,783,049 shares (the “*Shares*”) of the Company’s common stock, par value \$0.0001 per share (“*Common Stock*”), consisting of (a) 1,938,799 shares of Common Stock issuable pursuant to the Company’s 2024 Equity Incentive Plan (the “*2024 EIP*”), (b) 147,343 shares of Common Stock issuable pursuant to the Company’s 2024 Employee Stock Purchase Plan (together with 2024 EIP, the “*2024 Plans*”) and (c) 696,907 shares of Common Stock issuable pursuant to awards granted under the Tectonic Therapeutic, Inc. 2019 Equity Incentive Plan, as amended (together with the 2024 Plans, the “*Plans*”), which awards were assumed by the Company pursuant to the Agreement and Plan of Merger and Reorganization, dated January 30, 2024 (as amended, the “*Merger Agreement*”), by and among the Company, Alpine Merger Subsidiary, Inc. and Tectonic Operating Company, Inc. (formerly Tectonic Therapeutic, Inc.).

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses, (b) the Plans, (c) the Company’s certificate of incorporation and bylaws, each as currently in effect, (d) the Merger Agreement and (e) such other documents, records, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials and the due execution and delivery of all documents by all persons other than the Company where execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate executed by an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plans and the Registration Statement and related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

Cooley LLP 500 Boylston Street Boston, MA 02116
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August 21, 2024
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This opinion is limited to the matters expressly set forth in this letter, and no opinion has been or should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof and we undertake no obligation or responsibility to update or supplement this letter to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

Cooley LLP

By: /s/ Marc Recht
Marc Recht

Cooley LLP 500 Boylston Street Boston, MA 02116
t: (617) 937 2300 f: (617) 937 2400 cooley.com

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 April 12, 2024 relating to the financial statements of Tectonic Therapeutic, Inc. appearing in the Current Report on Form 8-K filed on June 20, 2024 for the year ended December 31, 2023.

/s/ Deloitte & Touche LLP

Boston, Massachusetts
August 21, 2024

Calculation of Filing Fee Tables

S-8
(Form Type)

Tectonic Therapeutic, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Newly Registered Securities								
Fees to Be Paid	Equity	Common stock, \$0.0001 par value per share to be issued pursuant to the Tectonic Therapeutic, Inc. 2019 Equity Incentive Plan	Rule 457(h)(1)	696,907 ⁽²⁾	\$3.37 ⁽⁵⁾	\$2,348,576.59	\$0.00014760	\$346.65
	Equity	Common stock, \$0.0001 par value per share to be issued pursuant to the Tectonic Therapeutic, Inc. 2024 Equity Incentive Plan	Rule 457(c) and (h)(1)	1,938,799 ⁽³⁾	\$16.85 ⁽⁶⁾	\$32,668,763.15	\$0.00014760	\$4,821.91
	Equity	Common stock, \$0.0001 par value per share to be issued pursuant to the Tectonic Therapeutic, Inc. 2024 Employee Stock Purchase Plan	Rule 457(c) and (h)(1)	147,343 ⁽⁴⁾	\$14.32 ⁽⁷⁾	\$2,110,320.12	\$0.00014760	\$311.49
		Total Offering Amounts				\$37,127,659.86		\$5,480.05
		Total Fees Previously Paid						—
		Total Fee Offsets						—
		Net Fees Due						\$5,480.05

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of common stock of Tectonic Therapeutic, Inc. (formerly AVROBIO, Inc., the “Registrant”), par value \$0.0001 per share (“Common Stock”), that become issuable under the Registrant’s 2019 Equity Incentive Plan, as amended (the “2019 Plan”), 2024 Equity Incentive Plan (the “2024 Plan”) and 2024 Employee Stock Purchase Plan (the “2024 ESPP”) by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Represents shares of Common Stock reserved for issuance upon the exercise of outstanding stock options granted under the 2019 Plan.
- (3) Represents shares of Common Stock reserved for future grant under the 2024 Plan. The 2024 Plan provides that an additional number of shares will automatically be added annually to the shares authorized for issuance under the 2024 Plan on January 1 of each calendar year, from January 1, 2025 through (and including) January 1, 2034, in an amount equal to (a) 5% of the total number of shares of Common Stock of the Registrant issued and outstanding on December 31st of the preceding calendar year; or (b) a lesser number of shares of Common Stock determined by the registrant’s board of directors (the “Board”) prior to the date of increase.
- (4) Represents shares of Common Stock reserved for future grant under the 2024 ESPP. The 2024 ESPP provides that an additional number of shares will automatically be added to the shares authorized for issuance under the 2024 ESPP on January 1st of each calendar year, from January 1, 2025 through (and including) January 1, 2034, in an amount equal to the lesser of: (a) 1% of the total number of shares of Common Stock issued and outstanding on December 31st of the preceding calendar year; (b) a number of shares equal to 442,029 shares; or (c) such lesser number of shares of Common Stock as determined by the Board.
- (5) This estimate is made pursuant to Rule 457(h)(1) of the Securities Act solely for purposes of calculating the registration fee. The proposed maximum aggregate offering price per unit and proposed maximum aggregate offering price for the 696,907 shares of Common Stock reserved for issuance upon the exercise of outstanding stock options granted under the 2019 Plan, as of the date of this Registration Statement, are calculated using the weighted-average exercise price of such stock options of \$3.37 per share.
- (6) This estimate is made pursuant to Rule 457(h)(1) and Rule 457(c) of the Securities Act solely for purposes of calculating the registration fee. The price per share and aggregate offering price are based upon the average of the high and low prices of the Common Stock on August 16, 2024, as reported on The Nasdaq Stock Market, which date is within five business days prior to the filing of this Registration Statement.
- (7) This estimate is made pursuant to Rule 457(h)(1) and Rule 457(c) of the Securities Act solely for purposes of calculating the registration fee. The price per share and aggregate offering price are based upon the average of the high and low prices of the Common Stock on August 16, 2024, as reported on The Nasdaq Stock Market, which date is within five business days prior to the filing of this Registration Statement, multiplied by 85%, which is the percentage of the trading price per share applicable to purchasers under the 2024 ESPP.