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

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**FORM S-1  
REGISTRATION STATEMENT**  
*UNDER  
THE SECURITIES ACT OF 1933*

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

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**2836**  
(Primary Standard Industrial  
Classification Code Number)

**83-1971007**  
(I.R.S. Employer  
Identification Number)

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

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**David Hallal  
Chief Executive Officer  
AlloVir, Inc.  
139 Main Street  
Suite 500  
Cambridge, MA 02142  
(617) 433-2605**

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

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*Copies to:*

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

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

**Nathan Ajiashvili, Esq.  
Justin L. McNamee, Esq.  
Latham & Watkins LLP  
885 Third Avenue  
New York, NY 10022  
(212) 906-1200**

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**Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-239698

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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

Accelerated Filer

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

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**CALCULATION OF REGISTRATION FEE**

<b>Title of each Class of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee(2)</b>
Common Stock, par value \$0.0001 per share	1,725,000	\$17.00	\$29,325,000	\$3,806.39

- (1) Represents only the additional number of shares being registered and includes 225,000 shares that the underwriters have the option to purchase. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-239698).
- (2) Calculated pursuant to Rule 457(a) under the Securities Act of 1933 as amended, based on the proposed maximum aggregate offering price. The Registrant previously registered securities at an aggregate offering price not to exceed \$305,325,000 on a Registration Statement on Form S-1 (File No. 333-239698), which was declared effective by the Securities and Exchange Commission on July 29, 2020. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$17.00 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.

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**The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.**

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## EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), for the sole purpose of increasing the aggregate number of shares of common stock offered by AlloVir, Inc. (the "Registrant") by 1,725,000 shares, of which 225,000 are subject to purchase upon exercise of the underwriters' option to purchase additional shares of the Registrant's common stock. The contents of the Registration Statement on Form S-1, as amended (File No. 333-239698), filed by the Registrant with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act, which was declared effective by the Commission on July 29, 2020, are incorporated by reference into this Registration Statement.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

### EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
5.1	<a href="#">Opinion of Goodwin Procter LLP.</a>
23.1	<a href="#">Consent of Deloitte &amp; Touche LLP, independent registered public accounting firm.</a>
23.2	<a href="#">Consent of Goodwin Procter LLP (included in Exhibit 5.1).</a>
24.1*	<a href="#">Power of Attorney (included on signature page).</a>

\* Previously filed on the signature page to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-239698), originally filed with the Securities and Exchange Commission on July 6, 2020 and incorporated by reference herein.



July 30, 2020

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

Re: Securities Registered under Registration Statement on Form S-1

We have acted as counsel to you in connection with your filing of (i) a Registration Statement on Form S-1 (File No. 333-239698) (as amended or supplemented, the "Initial Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act") and (ii) a second Registration Statement on Form S-1 filed pursuant to Rule 462(b) promulgated under the Securities Act (the "462(b) Registration Statement," and together with the Initial Registration Statement, the "Registration Statement"). This opinion letter is being furnished to you in connection with your filing of the 462(b) Registration Statement, relating to the registration of the offering by AlloVir, Inc., a Delaware corporation (the "Company") of up to 18,687,500 shares (the "Shares") of the Company's Common Stock, \$0.001 par value per share, including 2,437,500 Shares purchasable by the underwriters upon their exercise of an over-allotment option granted to the underwriters by the Company. The Shares are being sold to the several underwriters named in, and pursuant to, an underwriting agreement among the Company and such underwriters (the "Underwriting Agreement").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinion 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.

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 Underwriting Agreement, the Shares will be validly issued, fully paid and non-assessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the 462(b) Registration Statement and to the references to our firm under the caption "Legal Matters" in 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-1 of our report dated June 3, 2020 (July 23, 2020, as to the effects of the reverse stock split described in Note 19) relating to the financial statements of AlloVir, Inc. appearing in Registration Statement No. 333-239698 on Form S-1 of AlloVir, Inc. We also consent to the reference to us under the heading “Experts” in Registration Statement No. 333-239698 incorporated by reference in this Registration Statement.

/s/ Deloitte & Touche LLP

Boston, Massachusetts  
July 30, 2020