SEC Form 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

							0	20.0					
1. Name and Addr			. Issuer Name and Tick Allovir, Inc. [AL		rading	Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>Sinha Vikas</u>		-	<u> </u>				2	C Director	X 10	% Owner			
		(Middle)	-					<u> </u>	Officer (give title		her (specify		
(Last)	(First)		. Date of Earliest Trans 2/02/2023	action (Month	/Day/Year)		below)		low)			
C/O ALLOVIE	R, INC.		2/02/2023					See Remarks					
1100 WINTER	R STREET		L										
(Street)		4.	. If Amendment, Date o	f Origin	al File	d (Month/Day/Y		6. Individual or Joint/Group Filing (Check Applicable Line)					
WALTHAM	МА	02451							X Form filed by One Reporting Person Form filed by More than One Reporting				
		52451											
(City)	(State)	(Zip)							Person				
(0.0)	(Olulo)	(44)											
		Table I - N	on-Derivati	ve Securities Ac	quire	d, Di	sposed of,	or Ber	neficially	/ Owned			
Date			2. Transaction Date (Month/Day/Ye	Execution Date,	Code (Instr.		4. Securities A Disposed Of (5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)	
Common Stock			02/02/202	3	A		157,500 ⁽¹⁾	A	\$0.00	1,187,738	D		
Common Stools										10.074.700		Shares held by	

														LI	LC ⁽²⁾
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)														
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Stock Option (Right to Buy)	\$6.65	02/02/2023		A		292,500		(3)	02/02/2033	Common Stock	292,500	\$0.00	1,012,362	D	

Explanation of Responses:

Common Stock

1. The shares reported in this transaction represent Restricted Stock Units ("RSUs") issued under the AlloVir, Inc. 2020 Stock Option and Grant Plan (the "Plan"). Each RSU represents the contingent right to receive one share of the Issuer's Common Stock. 25% of the RSUs shall vest on February 2, 2024, with the remainder vesting in twelve equal quarterly installments thereafter.

2. Shares held by ElevateBio LLC ("ElevateBio"). The Reporting Person is a director and Chief Financial Officer of ElevateBio, and may be deemed to have shared voting and investment power of the shares held by ElevateBio. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

3. 25% of this option shall vest and become exercisable on February 2, 2024, with the remainder vesting in twelve equal quarterly installments thereafter.

Remarks:

Officer Title: President and Chief Financial Officer

/s/ Brett Hagen, as Attorney-in-02/03/2023

16,674,766

Ι

ElevateBio

Fact

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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