



DIVISION OF  
CORPORATION FINANCE

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

December 27, 2019

Geoff MacKay  
President and Chief Executive Officer  
AVROBIO, Inc.  
One Kendall Square  
Building 300, Suite 201  
Cambridge, MA 02139

**Re: AVROBIO, Inc.**  
**Registration Statement on Form S-3**  
**Filed December 20, 2019**  
**File No. 333-235641**

Dear Mr. MacKay:

We have limited our review of your registration statement to those issues we have addressed in our comment.

Please respond to this letter by amending your registration statement and providing the requested information. If you do not believe our comment applies to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing the information you provide in response to this comment, we may have additional comments.

Registration Statement on Form S-3 filed December 20, 2019

Description of Capital Stock

Choice of Forum, page 13

1. We note your disclosure on page 13 that your forum selection provision in your amended and restated bylaws identifies the Court of Chancery of the State of Delaware as the exclusive forum "for any state law claim" for certain litigation, including any "derivative action." However, we note that your forum selection bylaw does not include a state law claim limitation. Please advise, or expand your disclosure to, if true, explicitly state that this provision does not apply to actions arising under the Exchange Act.

We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Geoff MacKay  
AVROBIO, Inc.  
December 27, 2019  
Page 2

Refer to Rules 460 and 461 regarding requests for acceleration. Please allow adequate time for us to review any amendment prior to the requested effective date of the registration statement.

Please contact Irene Paik at 202-551-6553 or Mary Beth Breslin at 202-551-3625 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Life Sciences

cc: James H. Xu - Goodwin Procter LLP