Exhibit 10.1  
CERTAIN INFORMATION HAS BEEN EXCLUDED FROM THIS AGREEMENT (INDICATED BY “[\*\*\*]”) BECAUSE TAYSHA GENE THERAPIES, INC. HAS DETERMINED SUCH INFORMATION (I) IS NOT MATERIAL AND (II) WOULD BE COMPETITIVELY HARMFUL IF PUBLICLY DISCLOSED.  
OPTION AGREEMENT  
This Option Agreement (this “Agreement”) is dated as of October 21, 2022 (the “Effective Date”) by and between Taysha Gene Therapies, Inc., with a place of business at 0000 Xxxxxxx Xxxx Xxxxx, Xxxxx 0000, Xxxxxx, Xxxxx 00000 (“Taysha”) and Audentes Therapeutics, Inc. (d/b/a Astellas Gene Therapy) with its principal place of business at 000 Xxxxxxxxxx Xxxxxx, 00xx Xxxxx, Xxx Xxxxxxxxx, XX 00000 (“Astellas”). Xxxxxx and Astellas may be referred to herein as a “Party” or, collectively, as “Parties”.  
RECITALS  
WHEREAS, Xxxxxx is a gene therapy company that engages in the research, development and manufacturing of proprietary biopharmaceutical and therapeutic products;  
WHEREAS, in addition to other programs, Taysha has in development two proprietary programs, one for the treatment of giant axonal neuropathy (“GAN”) and one for the treatment of Rett syndrome (“Rett”);  
WHEREAS, Astellas desires to obtain (1) two options from Taysha to exclusively license the rights to develop, manufacture, commercialize and otherwise exploit Taysha products for the treatment of GAN and the treatment of Rett and (2) certain rights with respect to a Change of Control (as defined below) of Xxxxxx, in each case ((1) and (2)), as set forth more specifically herein;