

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

UNIQUE N.V.

(Exact Name of Registrant as Specified in Its Charter)

Netherlands
(State or Other Jurisdiction of Incorporation or
Organization)

N/A
(I.R.S. Employer Identification
No.)

Meibergdreef 61
Amsterdam, The Netherlands, 1105 BA.
(Address of Principal Executive Offices)

N/A
(Zip Code)

2014 Share Incentive Plan
2012 Option Plan
Options to Purchase Ordinary Shares Pursuant to Non-Plan Share Option Agreements
(Full Title of the Plans)

uniQure, Inc.
113 Hartwell Avenue
Lexington, MA 02421
(Name and Address of Agent For Service)

Tel: +31 20 566 7394
(Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☒

Smaller reporting company ☐

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Name of Plan	Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
2014 Share Incentive Plan (ordinary shares issuable pursuant to outstanding options)	Ordinary Shares	926,000	\$ 9.35(2)	\$ 8,658,100(2)	\$ 1,116
2014 Share Incentive Plan (unallocated ordinary shares reserved for issuance)	Ordinary Shares	605,471	\$ 10.41(3)	\$ 6,302,954(3)	\$ 812
2012 Option Plan (ordinary shares issuable pursuant to outstanding options)	Ordinary Shares	1,691,844	\$ 5.22(4)	\$ 8,831,426(4)	\$ 1,138
Ex-Plan Options	Ordinary Shares	609,744	\$ 0.07(5)	\$ 42,683(5)	\$ 6
TOTAL	Ordinary Shares	3,833,059	—	\$ 23,835,163	\$ 3,072

- (1) This Registration Statement on Form S-8 covers (i) ordinary shares, par value €0.05 per share, of uniQure N.V., issuable pursuant to the 2014 Share Incentive Plan, the 2012 Option Plan and certain ex-plan options, and (ii) pursuant to Rule 416(a) under the Securities Act of 1933, as amended, (the “Securities Act”) this registration statement shall be deemed to cover any additional securities that may from time to time be issuable under such plans resulting from share splits, share dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) of the Securities Act of 1933, as amended. The price per share and aggregate offering price are calculated on the basis of \$9.35, the weighted average exercise price of the shares subject to outstanding share option grants under the 2014 Share Incentive Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant’s ordinary shares as reported on the Nasdaq Global Select Market on July 31, 2014.
- (4) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) of the Securities Act of 1933, as amended. The price per share and aggregate offering price are calculated on the basis of \$5.22 (€3.90), the weighted average exercise price of the shares subject to outstanding share option grants under the 2012 Option Plan, converted at an exchange rate of USD 1.3397 to EUR 1 on July 30, 2014.
- (5) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) of the Securities Act of 1933, as amended. The price per share and aggregate offering price are calculated on the basis of \$0.07 (€0.05), the exercise price of the shares subject to outstanding ex-plan share option grants, converted at an exchange rate of USD 1.3397 to EUR 1 on July 30, 2014.

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

Item 1. Plan Information.

The information required by Item 1 is included in documents sent or given to participants in the plans covered by this registration statement pursuant to Rule 428(b)(1) of the Securities Act.

Item 2. Registrant Information and Employee Plan Annual Information.

The written statement required by Item 2 is included in documents sent or given to participants in the plans covered by this registration statement pursuant to Rule 428(b)(1) of the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The registrant is subject to the informational and reporting requirements of Sections 13(a), 14, and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") applicable to foreign private issuers, and in accordance therewith files reports and other information with the Securities and Exchange Commission (the "Commission"). The following documents, which are on file with the Commission, are incorporated in this registration statement by reference:

(a) The registrant's latest annual report on Form 20-F (Registration No. 001-36294) filed with the Commission on April 25, 2014, for fiscal year ended December 31, 2013.

(b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the document referred to in (a) above.

(c) The description of the securities contained in the registrant's registration statement on Form 8-A (Registration No. 001-36294) filed with the Commission on January 31, 2014, under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, 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 in this registration statement and to be part hereof from the date of the filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 4. Description of Securities.

Not applicable.

1

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Although Dutch law does not expressly provide for the indemnification of officers and directors, the concept of indemnification of directors of a company for liabilities arising from their actions as members of the board is, in principle, accepted in the Netherlands. The registrant's articles of association provide for indemnification of the members of the management board and supervisory board by the company to the fullest extent permitted by Dutch law against liabilities, expenses and amounts paid in settlement relating to claims, actions, suits or proceedings to which a director becomes a party as a result of his or her position.

In addition, the registrant maintains insurance on behalf of its managing directors, supervisory directors and certain other representatives against damages resulting from their conduct when acting in their capacities as such directors or representatives.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

Item 9. Undertakings.

1. Item 512(a) of Regulation S-K. 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;

(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.; and

(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 (i) and (ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

2

(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 therein, 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.

2. ***Item 512(b) of Regulation S-K.*** 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 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

3. ***Item 512(h) of Regulation S-K.*** 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 Securities and Exchange Commission 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.

3

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Amsterdam, the Netherlands, on August 6, 2014.

UNIQURE N.V.

By: /s/ Jörn Aldag
Jörn Aldag
Chief Executive Officer

4

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned members of the supervisory and management boards of uniQure N.V., hereby severally constitute and appoint Jörn Aldag and Robert Hendriks, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as indicated below to enable uniQure N.V. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

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

Signatures

Title

Date

/s/ Jörn Aldag

Chief Executive Officer

August 6, 2014

Jörn Aldag	(Principal Executive Officer)	
<u>/s/ Robert Hendriks</u> Robert Hendriks	Senior Director Global Finance (Principal Financial and Accounting Officer)	August 6, 2014
<u>/s/ Ferdinand Verdonck</u> Ferdinand Verdonck	Chairman	August 6, 2014
<u>Sander Slootweg</u>	Non-Executive Director	August 6, 2014
<u>/s/ Sander van Deventer</u> Sander van Deventer	Non-Executive Director	August 6, 2014
<u>/s/ Joseph M. Feczko</u> Joseph M. Feczko	Non-Executive Director	August 6, 2014
<u>/s/ Will Lewis</u> Will Lewis	Non-Executive Director	August 6, 2014
<u>François Meyer</u>	Non-Executive Director	August 6, 2014
<u>David Schaffer</u>	Non-Executive Director	August 6, 2014
<u>/s/ Paula Soteropoulos</u> Paula Soteropoulos	Non-Executive Director	August 6, 2014

5

UNIQUE INC. Authorized Representative in the United States August 6, 2014

By: /s/ Philip Astley-Sparke
Name: Philip Astley-Sparke

6

INDEX TO EXHIBITS

Number	Description	Notes
4.1	Articles of Association	Incorporated by reference to Exhibit No. 3.2 to the registration statement on Form F-1 (file no. 333-173766)
5.1	Opinion of Rutgers Posch Visée Endedijk N.V., counsel to the Registrant	Filed herewith
23.1	Consent of Rutgers Posch Visée Endedijk N.V. (included in Exhibit No. 5.1)	—
23.2	Consent of PricewaterhouseCoopers Accountants N.V., Independent Registered Public Accounting Firm	Filed herewith
24	Power of attorney (included on the signature pages of this registration statement)	—
99.1	2014 Share Incentive Plan	Incorporated by reference to Exhibit No. 10.22 to the registration statement on Form F-1 (file no. 333-173766)
99.2	Form of Incentive Share Option Agreement under the 2014 Share Incentive Plan	Incorporated by reference to Exhibit No. 10.23 to the registration statement on Form F-1 (file no. 333-173766)
99.3	Form of Share Option Agreement under the 2014 Share Incentive Plan	Incorporated by reference to Exhibit No. 10.24 to the registration statement on Form F-1 (file no. 333-173766)
99.4	2012 Option Plan	Incorporated by reference to Exhibit No. 10.20 to the registration statement on Form F-1 (file no. 333-173766)
99.5	Form of Grant Letter under the 2012 Option Plan	Incorporated by reference to Exhibit No. 10.21 to the registration statement on Form F-1 (file no. 333-173766)

99.6	Option Agreement, dated January 17, 2014, by and between the Company and	Incorporated by reference to Exhibit 10.33 of the registration statement on Form F-1
7		

Dr. David Kim. (file no. 333—193158)

99.7	Option Agreement, dated January 17, 2014, by and between the Company and Dr. David Schaffer	Incorporated by reference to Exhibit 10.34 of the registration statement on form F-1 (file no. 333—193158)
8		

Rutgers Posch Visée Endedijk N.V.
 Herengracht 466, 1017 CA Amsterdam
 P.O. Box 10896, 1001 EW Amsterdam
 The Netherlands
 T + 31(0)20 891 3900 | F + 31(0)20 891 3901
 www.rutgersposch.com

uniQure N.V. (the “**Company**”)
 Meibergdreef 61
 1105 BA Amsterdam
 The Netherlands

Date: August 6, 2014

uniQure N.V. - SEC Exhibit 5 opinion letter

Dear Sirs,

1. Introduction

We have acted as Dutch legal counsel to the Company on certain matters of Dutch law in connection with a registration statement on Form S-8 to be filed with the U.S. Securities and Exchange Commission (the “**Registration Statement**”) relating to (i) an aggregate of 1,531,471 ordinary shares with a nominal value of EUR 0.05 each in the capital of the Company (the “**2014 Option Shares**”) issuable under the Company’s 2014 Share Incentive Plan (the “**2014 Plan**”), (ii) an aggregate of 1,691,844 ordinary shares with a nominal value of EUR 0.05 each in the capital of the Company (the “**2012 Option Shares**”) issuable under the Company’s 2012 Option Plan (the “**2012 Plan**”), and (iii) an aggregate of 609,744 ordinary shares with a nominal value of EUR 0.05 each in the capital of the Company (the “**Stock Option Shares**”) issuable under the 4D Stock Option Agreements (the 2012 Option Shares, the 2014 Option Shares, and the Stock Option Shares together (the “**Option Shares**”)).

2. Definitions

Certain terms used in this opinion are defined in Annex 1 (*Definitions*) hereto.

3. Dutch Law

We express no opinion or statement on any law other than Dutch Law. Our investigation has further been limited to the text of the documents. We have not investigated the meaning and effect of any document governed by a law other than Dutch Law. The opinions and statements expressed herein are rendered only as of the date of this opinion and we assume no obligation to advise you of facts, circumstances, events or changes in Dutch Law that may hereafter arise or be brought to our attention and that may alter, affect or modify the opinions or statements expressed herein.

2

4. Scope of investigation

For purposes of this opinion, we have examined and relied solely upon the following documents:

- 4.1. a copy of the 2014 Plan and the 2012 Plan;
- 4.2. a copy of the 4D Collaboration and License Agreement;
- 4.3. a copy of the 4D Stock Option Agreements;
- 4.4. a copy of the Registration Statement;
- 4.5. a copy of the Deed of Incorporation;
- 4.6. a copy of the Articles of Association;
- 4.7. a copy of the Extract;
- 4.8. a copy of the Shareholders Register;
- 4.9. a copy of the Resolutions;
- 4.10. a copy of the Company Certificate;

In addition, we have examined such documents, and performed such other investigations, as we considered necessary for the purpose of this opinion.

5. Assumptions

For the purpose of this opinion, we have assumed that:

- 5.1. all copies of documents conform to the originals and that all originals are authentic and complete;

- 5.2. each signature is the genuine signature of the individual concerned;
- 5.3. all factual matters, statements in documents, confirmations and other results of our investigation, relied upon or assumed herein, were true and accurate on the date of signing of the documents and remain true and accurate on the date hereof;
- 5.4. the Registration Statement has been or will have been filed with the SEC in the form referred to in this opinion;
- 5.5. the Option Shares will have been validly accepted by the subscribers for them.

6. Opinions

Based upon the foregoing and subject to any factual matters and documents not disclosed to us in the course of our investigation, and subject to the qualifications and limitations stated hereafter, we express the following opinion:

3

- 6.1. The Option Shares, when issued, fully paid for and delivered will be validly issued, fully paid and non-assessable(1).

7. Reliance

- 7.1. This opinion is furnished to you in order to be filed as an exhibit to the Registration Statement and may be relied upon for the purpose of the Registration. We consent to the filing of this opinion as Exhibit 5 to the Registration Statement. In giving such consent, we do not admit that we come within the category of persons whose consent is required under section 7 of the U.S. Securities Act of 1933 or the rules and regulations promulgated thereunder.
- 7.2. This opinion may only be relied upon under the express condition that it and any issues of interpretation or liability arising thereunder will be governed by Dutch Law and be brought before a court of the Netherlands. In addition, this opinion may only be relied upon under the express condition and limitation that any possible liability of Rutgers Posch Visée Endedijk N.V., its shareholders (including its directors) and employees is limited to the amount available and payable under Rutgers Posch Visée Endedijk N.V.'s professional malpractice insurance coverage.

Yours faithfully,

Rutgers Posch Visée Endedijk N.V.

(1) The term “non-assessable” has no equivalent in Dutch and as used in this opinion it means that a holder of a share will not by reason of merely being such a holder, be subject to assessment or calls by the Company or its creditors for further payment (in addition to the amount required for the share to be fully paid) on such share.

4

Annex 1 Definitions

“**4D Collaboration and License Agreement**” means the agreement between Uniqure Therapeutics Inc. and 4D Molecular Therapeutics, LLC dated 17 January 2014;

“**4D Stock Option Agreements**” means the stock option agreements between uniQure N.V. and two directors/founders of 4D Molecular Therapeutics, LLC dated 17 January 2014;

“**Articles of Association**” means the articles of association of the Company dated 17 September 2012;

“**Chamber of Commerce**” means the Chamber of Commerce (*Kamer van Koophandel en Fabrieken*) of Amsterdam;

“**Company Certificate**” means the certificate dated the date of this opinion attached as Annex 2 hereto;

“**Deed of Incorporation**” means the Company’s deed of incorporation dated 9 January 2012 as deposited with the Chamber of Commerce;

“**Dutch Law**” means the laws of the Kingdom of the Netherlands excluding Aruba, Bonaire, Curaçao, Saba, Sint Eustatius and Sint Maarten (“the Netherlands”) as they currently stand and are applied by the courts of the Netherlands but excluding unpublished case law and case law available in electronic form only;

“**Extract**” means a copy of the trade register extract regarding the Company obtained from the Chamber of Commerce and dated 4 August 2014;

“**Insolvency Proceedings**” means each of the proceedings listed in Annex A or B of Council Regulation (EC) No 1346/2000 of 29 May 2000 on insolvency proceedings (OJ 2000, L 160, 1), as amended;

“**Option Shares**” means a maximum of 3,833,059 ordinary shares, nominal value EUR 0.05 each, in the Company’s share capital, to be issued by the Company pursuant to the 2014 Plan, the 2012 Plan and the 4D Stock Option Agreement;

“**Registration**” means the registration of the Option Shares with the SEC under the Securities Act;

“**Registration Statement**” means the registration statement on Form S-8 in relation to the Registration to be filed with the SEC on the date hereof (excluding any documents incorporated by reference in it and any exhibits to it);

“**Resolutions**” means: (i) the resolutions of the Company’s management board set out in the extract from the minutes of its meeting held on 9 January 2014, including, among other things set forth in “*Matters Relating to the Option Plans*” therein, a resolution approving the 2014 Plan and the grant of awards pursuant to such plan up to 15 percent of the fully diluted

5

number of ordinary shares as of the closing of the Company’s initial public offering on February 10, 2014 (including options granted and still outstanding under the 2012 Plan) and to file with the SEC one or more Registration Statements for purposes of registering the Option Shares under the Securities Act, and any amendments and exhibits thereto, and any other documents which the Company shall deem necessary or desirable; (ii) the resolutions of the Company’s supervisory board set out in the extract from the minutes of its meeting held on 9 January 2014, including, among other things set forth in “*Matters Relating to the Option Plans*” therein, a resolution approving the 2014 Plan and the grant of awards pursuant to such plan up to 15 percent of the fully diluted number of ordinary shares as of the closing of the Company’s initial public offering on February 10, 2014 (including options granted and still outstanding under the 2012 Plan) and to file with the SEC one or more Registration Statements on Form S-8 for purposes of registering the Option Shares under the Securities Act, and any amendments and exhibits thereto, and any other documents which the Company shall deem necessary or desirable; (iii) the resolutions of the extraordinary general meeting of shareholders set out in the extract from the minutes of the meeting held on 20 January 2014, including resolutions approving the 2014 Plan, and (iv) the written resolutions of the holders of class A dated 15 January 2014, including, among other things, a resolution approving the 4D Collaboration and License Agreement and the 4D Stock Option Agreements.

“**SEC**” means the U.S. Securities and Exchange Commission;

“**Securities Act**” means the U.S. Securities Act of 1933, as amended; and

“**Shareholders Register**” means the Company’s shareholders register.

6

Annex 2 Company Certificate

From: the corporate secretary of uniQure N.V.

Dated: 6 August 2014

The undersigned:

Aicha Diba, acting in her capacity as corporate secretary of uniQure N.V., a private limited liability company (besloten vennootschap met beperkte aansprakelijkheid) incorporated under Dutch law, having its corporate seat in Amsterdam, the Netherlands and registered with the Dutch trade register of the Chamber of Commerce under number 54385229 (the “Company”),

Background:

- I. The Company intends to seek the Registration with the SEC of the Option Shares;
- II. In connection with the Registration, on the date of this Company Certificate, Rutgers Posch Visée Endedijk N.V. intends to issue a legal opinion in the form attached to this certificate (the “**Legal Opinion**”);
- III. This Company Certificate is the “Company Certificate” as defined in the Legal Opinion; and
- IV. The undersigned makes the certifications in this Company Certificate after due and careful consideration and after having made all necessary enquiries.

1. Construction

- 1.1. Terms defined in the Legal Opinion have the same meaning in this Company Certificate; and
- 1.2. In this Company Certificate “including” means “including without limitation”.

2. Certification

The undersigned certifies the following:

- 2.1. Authenticity

As at the date of this Company Certificate:

- (i) all information regarding the Company registered or on file with the Dutch Trade Register of the Chamber of Commerce; and
- (ii) all information in the Shareholders Register, is correct, complete and up to date.

2.2. Solvency

The Company is not the subject of any Insolvency Proceedings, emergency measure (*noodregeling*), a non-insolvency dissolution, or a statutory merger or demerger.

2.3. Issue

The maximum number of Option Shares to be issued will not exceed 3,833,059.

2.4. General

The undersigned is not aware of:

- (i) any claim (whether actual or threatened and including any claim, litigation, arbitration or administrative or regulatory proceedings) to the contrary of the certifications in this Company Certificate; or
- (ii) any fact or circumstance which she understands or suspects has or might have any impact on the correctness of the Legal Opinion and which has not been disclosed to Rutgers Posch Visée Endedijk N.V. in writing.

3. Reliance

Rutgers Posch Visée Endedijk N.V. may rely on this Company Certificate (without personal liability for the undersigned).

In evidence whereof this Company Certificate was signed in the manner set out below.

/s/ Aicha Diba

Aicha Diba

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated April 25, 2014 relating to the financial statements of uniQure N.V., which appears in uniQure N.V.'s Registration Statement on Form 20-F, for the year ended December 31, 2013.

PricewaterhouseCoopers Accountants N.V.

drs. A.C.M. van der Linden RA

Utrecht, Netherlands

August 6, 2014
