

OMB APPROVAL	
OMB Number:	3235-0287
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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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Venrock Healthcare Capital Partners III, L.P.</u> (Last) (First) (Middle) C/O VENROCK 7 BRYANT PARK, 23RD FLOOR (Street) NEW YORK NY 10018 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CONSTELLATION PHARMACEUTICALS INC [CNST]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/13/2019	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	12/13/2019		P		400,000 ⁽¹⁾	A	\$34.5	4,016,873 ⁽²⁾	I	By Funds ⁽³⁾

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 Transaction(s) (Instr. 4)	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					

1. Name and Address of Reporting Person * <u>Venrock Healthcare Capital Partners III, L.P.</u> (Last) (First) (Middle) C/O VENROCK 7 BRYANT PARK, 23RD FLOOR (Street) NEW YORK NY 10018 (City) (State) (Zip)		
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1. Name and Address of Reporting Person *

[VHCP Co-Investment Holdings III, LLC](#)

(Last) (First) (Middle)

C/O VENROCK
7 BRYANT PARK, 23RD FLOOR

(Street)

NEW YORK NY 10018

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[VHCP Management III, LLC](#)

(Last) (First) (Middle)

C/O VENROCK
7 BRYANT PARK, 23RD FLOOR

(Street)

NEW YORK NY 10018

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Venrock Healthcare Capital Partners II, L.P.](#)

(Last) (First) (Middle)

C/O VENROCK
7 BRYANT PARK, 23RD FLOOR

(Street)

NEW YORK NY 10018

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[VHCP Co-Investment Holdings II, LLC](#)

(Last) (First) (Middle)

C/O VENROCK
7 BRYANT PARK, 23RD FLOOR

(Street)

NEW YORK NY 10018

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[VHCP Management II, LLC](#)

(Last) (First) (Middle)

C/O VENROCK
7 BRYANT PARK, 23RD FLOOR

(Street)

NEW YORK NY 10018

(City) (State) (Zip)

1. Name and Address of Reporting Person *		
Koh Bong Y		
(Last)	(First)	(Middle)
C/O VENROCK		
7 BRYANT PARK, 23RD FLOOR		
(Street)		
NEW YORK	NY	10018
(City) (State) (Zip)		
1. Name and Address of Reporting Person *		
Shah Nimish P		
(Last)	(First)	(Middle)
C/O VENROCK		
7 BRYANT PARK, 23RD FLOOR		
(Street)		
NEW YORK	NY	10018
(City) (State) (Zip)		

Explanation of Responses:

1. Consists of an aggregate of 363,640 shares of Common Stock purchased by Venrock Healthcare Capital Partners III, L.P. ("VHCP III") and 36,360 shares of Common Stock purchased by VHCP Co-Investment Holdings III, LLC ("Co-Invest III") (collectively, the "VHCP III Funds").
2. Consists of an aggregate of 2,287,598 shares of Common Stock held by VHCP III, 228,644 shares of Common Stock held by Co-Invest III, 1,067,801 shares of Common Stock held by Venrock Healthcare Capital Partners II, L.P. ("VHCP II") and 432,830 shares of Common Stock held by VHCP Co-Investment Holdings II, LLC ("Co-Invest II" and collectively with VHCP II and the VHCP III Funds, the "VHCP Funds").
3. VHCP Management III, LLC ("VHCPM III") is the sole general partner and the sole manager of VHCP III and Co-Invest III, respectively, and may be deemed to own the shares held by VHCP III and Co-Invest III. VHCP Management II, LLC ("VHCPM II") is the sole general partner and the sole manager of VHCP II and Co-Invest II, respectively, and may be deemed to own the shares held by VHCP II and Co-Invest II. Bong Koh and Nimish Shah are the voting members of VHCPM III and VHCPM II. Drs. Koh and Shah, VHCPM II and VHCPM III disclaim beneficial ownership over all shares held by the VHCP Funds except to the extent of their indirect proportionate pecuniary interest therein.

Remarks:

/s/ David L. Stepp, Authorized 12/16/2019
Signatory

/s/ David L. Stepp, as attorney 12/16/2019
in 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.