FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| OMB APPROVAL | | | | | | |
|--------------------------|-----------|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | |
| Estimated average burden | | | | | | |
| hours per response: | 0.5 | | | | | |

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

| | | | | | or Se | CUC | on 30(f1) (| oi the li | ivesimen | ıı Cor | npany Act o | 1 1940 | | | | | | |
|--|---|--|---------------------------------|------------------------------|---|---|--------------------------|---|------------------|--|---------------------------------|-------------------------|--|--|---|--|---------------|------|
| Name and Address of Reporting Person* COLUMN GROUP L P | | | | COI | 2. Issuer Name and Ticker or Trading Symbol CONSTELLATION | | | | | | | | | Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner | | | | |
| PHARMACEUTICALS INC [CNST] | | | | | | | | | | | | | | | | | | |
| (Last) | tt) (First) (Middle) 3. Date of Earliest Transa 10/03/2019 | | | | | | saction (Month/Day/Year) | | | | | | Officer (give title Other (specifical below) below) | | | | | |
| 1/00 OWENS STREET | | | | | | mendment, Date of Original Filed (Month/Day/Year) | | | | | | | Individual or Joint/Group Filing (Check Applicable Line) | | | | | |
| (Street) | | | | | | | | | | | | | | | Form | filed by One | Reporting Pe | rson |
| SAN FRANCIS | SCO CA | . 9. | 4158 | | | | | | | | | X Form Perso | • | e than One Re | eporting | | | |
| (City) | (Sta | te) (Z | Zip) | | | | | | | | | | | | | | | |
| | | Table | e I - No | n-Deriv | ative S | Sec | curities | s Acc | quired, | Dis | posed of | , or | Bene | ficial | ly Owne | d | | |
| 1. Title of Security (Instr. 3) | | | 2. Transad Date (Month/Da | Day/Year) if | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, | | | 5) Securi Benefi Owned | cially I Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | of Indirect Beneficial Ownership | | |
| | | | | | | | | Code | v | Amount | Amount (A) or (D) | | Price | | ted action(s) 3 and 4) | | (Instr. 4) | |
| Common S | Stock | | | 10/03/ | 2019 | | | | P | | 1,331,76 | 4 ⁽¹⁾ | A | \$8. | 5 6,0 | 009,702 | D(2)(3)(4)(5) | |
| Common Stock 10 | | | 10/03/ | 2019 | | P | | 80,000 |) | A | \$8 | 5 15 | 59,155 | I ⁽⁶⁾ | See footnote | | | |
| 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) | if any | med on Date, Day/Year) | 4. Transac Code (Ir 8) | 5. Number of | | Expiration Date (Month/Day/Year) S | | | Amount of Securities Inderlying | | 8. Price of Derivative Security (Instr. 5) | 9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | Ownersh Form: Direct (D or Indire (I) (Instr. | Beneficial Ownership | | |
| | | | | | Code | v | (A) | (D) | Date Exercisa | able | Expiration Date | Title | or Nur of | ount mber ares | | | | |
| 1 Name and | Address of F | Reporting Person * | | | | T | | | | | | | | | | | | |
| l | IN GRO | | | | | | | | | | | | | | | | | |
| (Last) (First) (Middle) | | | | | | | | | | | | | | | | | | |
| 1700 OWI SUITE 50 | ENS STRE 0 | ET | | | | | | | | | | | | | | | | |
| (Street) SAN FRA | NCISCO (| CA | 941 | 58 | | - | | | | | | | | | | | | |
| (City) | (| State) | (Zip |) | | | | | | | | | | | | | | |
| | | | | | | 4 | | | | | | | | | | | | |

| | ddress of Reporting Person* N GROUP GP, LP | | | | | | | |
|---|--|----------------|--|--|--|--|--|--|
| (Last) 1700 OWEN SUITE 500 | (First) NS STREET | (Middle) | | | | | | |
| (Street) SAN FRAN | CISCO CA | 94158 | | | | | | |
| (City) | (State) | (Zip) | | | | | | |
| | ddress of Reporting Person* | | | | | | | |
| (Last) 1700 OWEN SUITE 500 | (First) NS STREET | (Middle) | | | | | | |
| (Street) SAN FRAN | CISCO CA | 94158 | | | | | | |
| (City) | (State) | (Zip) | | | | | | |
| Name and Address of Reporting Person* Ponoi Management, LLC | | | | | | | | |
| (Last) 1700 OWEN SUITE 500 | (First) NS STREET | (Middle) | | | | | | |
| (Street) SAN FRAN | CISCO CA | 94158 | | | | | | |
| (City) | (State) | (Zip) | | | | | | |
| Name and Address of Reporting Person* Ponoi Capital II, LP | | | | | | | | |
| (Last) 1700 OWEN STE 500 | (First) NS STREET | (Middle) | | | | | | |
| | | | | | | | | |
| (Street) SAN FRAN | CISCO CA | 94158 | | | | | | |
| | CISCO CA (State) | 94158 (Zip) | | | | | | |
| SAN FRAN (City) 1. Name and A | | | | | | | | |
| (City) 1. Name and A Ponoi II N (Last) | (State) | | | | | | | |
| (City) 1. Name and A Ponoi II N (Last) | (State) ddress of Reporting Person* Management, LLC (First) NS STREET, SUITE 500 | (Zip) | | | | | | |

| 1. Name and Address of GOEDDEL DA | | | | | | | | |
|--|----------------------|----------|--|--|--|--|--|--|
| (Last) | (First) | (Middle) | | | | | | |
| C/O COLUMN GR | OUP LP | | | | | | | |
| 1700 OWENS STR | EET, SUITE 500 | | | | | | | |
| (Street) SAN FRANCISCO | CA | 94158 | | | | | | |
| (City) | (State) | (Zip) | | | | | | |
| 1. Name and Address of Kutzkey Tim | f Reporting Person * | | | | | | | |
| (Last) | (First) | (Middle) | | | | | | |
| 1700 OWENS STR | EET | | | | | | | |
| SUITE 500 | | | | | | | | |
| (Street) | | | | | | | | |
| SAN FRANCISCO | CA | 94158 | | | | | | |
| (City) | (State) | (Zip) | | | | | | |
| Name and Address of Reporting Person* Svennilson Peter | | | | | | | | |
| (Last) | (First) | (Middle) | | | | | | |
| 1700 OWENS STR | EET | | | | | | | |
| SUITE 500 | | | | | | | | |
| (Street) | | | | | | | | |
| SAN FRANCISCO | CA | 94158 | | | | | | |
| (City) | (State) | (Zip) | | | | | | |

Explanation of Responses:

- 1. Consists of 665,882 shares of common stock held directly by Ponoi Capital, LP and 665,882 shares of common stock held directly by Ponoi Capital II, LP.
- 2. Consists of 2,554,850 shares of common stock held directly by The Column Group, LP, 1,880,623 shares of common stock held directly by Ponoi Capital, LP and 1,574,229 shares of common stock held directly by Ponoi Capital II, LP. The reported number of shares held directly by Ponoi Capital, LP was decreased by one share to accurately match the issuer's records.
- 3. The securities are directly held by The Column Group, LP, and indirectly held by The Column Group GP, LP, the general partner of The Column Group, LP. The managing partners of The Column Group GP, LP are David Goeddel and Peter Svennilson. The managing partners of The Column Group GP, LP may be deemed to have voting and investment power with respect to such shares. Each individual managing partner disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest in such shares.
- 4. The securities are directly held by Ponoi Capital, LP, and indirectly held by Ponoi Management, LLC, the general partner of Ponoi Capital, LP. The managing partners of Ponoi Management, LLC are David Goeddel, Peter Svennilson, and Tim Kutzkey. The managing partners of Ponoi Management, LLC may be deemed to have voting and investment power with respect to such shares. Each individual managing partner disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest in such shares.
- 5. The securities are directly held by Ponoi Capital II, LP, and indirectly held by Ponoi II Management, LLC, the general partner of Ponoi Capital II, LP. The managing partners of Ponoi II Management, LLC are David Goeddel, Peter Svennilson, and Tim Kutzkey. The managing partners of Ponoi II Management, LLC may be deemed to have voting and investment power with respect to such shares. Each individual managing partner disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest in such shares.
- $6. \ The \ securities \ are \ held \ directly \ by \ The \ David \ V. \ and \ Alena \ Z. \ Goeddel \ 2004 \ Trust.$

<u>Jennifer J. Carlson, Attorney-</u> <u>in-Fact</u> <u>10/07/2019</u>

** 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.