

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

1. Name and Address of Reporting Person * <u>EVNIN ANTHONY B</u> <hr/> (Last) (First) (Middle) <u>C/O VENROCK</u> <u>7 BRYANT PARK, 23RD FLOOR</u> <hr/> (Street) <u>NEW YORK NY 10018</u> <hr/> (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/03/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	10/03/2019		P		2,823,529 ⁽¹⁾	A	\$8.5	5,342,765 ⁽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					

Explanation of Responses:

- Consists of an aggregate of 550,770 shares of Common Stock purchased by Venrock Healthcare Capital Partners II, L.P. ("VHCP II"), 223,184 shares of Common Stock purchased by VHCP Co-Investment Holdings II, LLC ("Co-Invest II"), 1,863,351 shares of Common Stock purchased by Venrock Healthcare Capital Partners III, L.P. ("VHCP III") and 186,224 shares of Common Stock purchased by VHCP Co-Investment Holdings III, LLC ("Co-Invest III") (collectively, the "VHCP Funds") pursuant to that certain Securities Purchase Agreement, dated October 1, 2019, by and among the Issuer and the Investors identified on Exhibit A thereto.
- Consists of an aggregate of 1,557,276 shares of Common Stock held by Venrock Associates V, L.P. ("VA5"), 132,026 shares of Common Stock held by Venrock Partners V, L.P. ("VP5"), 36,590 shares of Common Stock held by Venrock Entrepreneurs Fund V, L.P. ("VEF5") (collectively, the "V5 Funds"), 1,923,958 shares of Common Stock held by VHCP III, 192,284 shares of Common Stock held by Co-Invest III, 1,067,801 shares of Common Stock held by VHCP II and 432,830 shares of Common Stock held by Co-Invest II.
- Venrock Management V, LLC ("VM5"), Venrock Partners Management V, LLC ("VPM5"), and VEF Management V, LLC ("VEFM5") are the sole general partners of VA5, VP5 and VEF5, respectively, and may be deemed to own the shares held by the V5 Funds. Dr. Evnin is one of more than three members of VM5, VPM5 and VEFM5. 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 sole managers of VHCPM III and VHCPM II. Dr. Evnin disclaims beneficial ownership over all shares held by the V5 Funds and the VHCP Funds except to the extent of his indirect proportionate pecuniary interest therein.

Remarks:

/s/ Anthony B. Evnin 10/04/2019
 ** 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.