

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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> <hr/> (Last) (First) (Middle) C/O VENROCK 7 BRYANT PARK, 23RD FLOOR <hr/> (Street) NEW YORK NY 10018 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/03/2019	3. Issuer Name and Ticker or Trading Symbol CONSTELLATION PHARMACEUTICALS INC [CNST]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,616,873 ⁽¹⁾	I	By Funds ⁽²⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

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

1. Name and Address of Reporting Person * <u>VHCP Co-Investment Holdings III, LLC</u> <hr/> (Last) (First) (Middle) C/O VENROCK 7 BRYANT PARK, 23RD FLOOR <hr/> (Street) NEW YORK NY 10018 <hr/> (City) (State) (Zip)
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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 1,923,958 shares of Common Stock held by Venrock Healthcare Capital Partners III, L.P. ("VHCP III"), 192,284 shares of Common Stock held by VHCP Co-Investment Holdings III, LLC ("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") (collectively, the "VHCP Funds").

2. 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. Each of VHCPM III, VHCPM II and Drs. Koh and Shah disclaims beneficial ownership of all the shares held by the VHCP Funds except to the extent of their indirect proportionate pecuniary interest therein.

Remarks:

[/s/ David L. Stepp, authorized](#) [10/04/2019](#)
[signatory](#)

[/s/ Bong Koh](#) [10/04/2019](#)

[/s/ Nimish Shah](#) [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 5 (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.