

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>COLUMN GROUP L P</u> <hr/> (Last) (First) (Middle) 1700 OWENS STREET SUITE 500 <hr/> (Street) SAN FRANCISCO CA 94158 <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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 03/19/2020 | |
| 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 | 03/19/2020 | | P | | 36,135 ⁽¹⁾ | A | \$22.38 | 6,045,837 | D ⁽²⁾ (3)(4)(5)(6) | |
| Common Stock | 03/20/2020 | | P | | 5,539 ⁽⁷⁾ | A | \$23.15 | 6,051,376 ⁽⁸⁾ | D ⁽²⁾ (3)(4)(5)(6) | |
| Common Stock | | | | | | | | 159,155 | I ⁽⁹⁾ | 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) | 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) | | | | | |

1. Name and Address of Reporting Person*
COLUMN GROUP L P

 (Last) (First) (Middle)
 1700 OWENS STREET
 SUITE 500

 (Street)
 SAN FRANCISCO CA 94158

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
COLUMN GROUP GP, LP

 (Last) (First) (Middle)
 1700 OWENS STREET
 SUITE 500

 (Street)
 SAN FRANCISCO CA 94158

 (City) (State) (Zip)

1. Name and Address of Reporting Person*

[PONOI CAPITAL, LP](#)

(Last) (First) (Middle)

1700 OWENS STREET
SUITE 500

(Street)

SAN FRANCISCO CA 94158

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Ponoi Management, LLC](#)

(Last) (First) (Middle)

1700 OWENS STREET
SUITE 500

(Street)

SAN FRANCISCO CA 94158

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Ponoi Capital II, LP](#)

(Last) (First) (Middle)

1700 OWENS STREET
SUITE 500

(Street)

SAN FRANCISCO CA 94158

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Ponoi II Management, LLC](#)

(Last) (First) (Middle)

1700 OWENS STREET
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(Street)

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(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Kutzkey Tim](#)

(Last) (First) (Middle)

1700 OWENS STREET
SUITE 500

(Street)

SAN FRANCISCO CA 94158

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[GOEDEL DAVID V](#)

(Last) (First) (Middle)

1700 OWENS STREET

SUITE 500

(Street)

SAN FRANCISCO CA 94158

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Svennilson Peter

(Last) (First) (Middle)

1700 OWENS STREET
SUITE 500

(Street)

SAN FRANCISCO CA 94158

(City) (State) (Zip)

Explanation of Responses:

1. Consists of 16,970 shares of common stock held directly by The Column Group III, LP ("TCG III LP") and 19,165 shares of common stock held directly by The Column Group III-A, LP ("TCG III-A LP").
2. 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.
3. The securities are directly held by Pono Capital, LP, and indirectly held by Pono Management, LLC, the general partner of Pono Capital, LP. The managing partners of Pono Management, LLC are David Goeddel, Peter Svennilson, and Tim Kutzkey. The managing partners of Pono 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.
4. The securities are directly held by Pono Capital II, LP, and indirectly held by Pono II Management, LLC, the general partner of Pono Capital II, LP. The managing partners of Pono II Management, LLC are David Goeddel, Peter Svennilson, and Tim Kutzkey. The managing partners of Pono 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.
5. The securities are directly held by TCG III, and indirectly held by The Column Group III GP, LP ("TCG III GP"), the general partner of TCG III. The managing partners of TCG III GP are David Goeddel, Peter Svennilson and Tim Kutzkey. The managing partners of TCG III GP 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 directly held by TCG III-A LP, and indirectly held by TCG III GP, the general partner of TCG III-A LP. The managing partners of TCG III GP are David Goeddel, Peter Svennilson and Tim Kutzkey. The managing partners of TCG III GP 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.
7. Consists of 2,601 shares of common stock held directly by TCG III LP and 2,938 shares of common stock held directly by TCG III-A LP.
8. 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 Pono Capital, LP, 1,574,229 shares of common stock held directly by Pono Capital II, LP, 19,571 shares of common stock held directly by TCG III LP and 22,103 shares of common stock held directly by TCG III-A LP.
9. The securities are held directly by The David V. and Alena Z. Goeddel 2004 Trust.

Remarks:

Due to SEC restrictions on the number of reporting owners, this is Form 1 of 2.

/s/ Jennifer J. Carlson,
Attorney-in-Fact

03/23/2020

** 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.