

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

---

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

---

**Constellation Pharmaceuticals, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

---

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**26-1741721**  
(I.R.S. Employer  
Identification No.)

**215 First Street, Suite 200**  
**Cambridge, Massachusetts**  
(Address of Principal Executive Offices)

**02142**  
(Zip Code)

**2018 Equity Incentive Plan**  
(Full title of the plan)

**Jigar Raythatha**  
**President and Chief Executive Officer**  
**Constellation Pharmaceuticals, Inc.**  
**215 First Street, Suite 200**  
**Cambridge, Massachusetts 02142**  
(Name and address of agent for service)

**(617) 714-0555**  
(Telephone number, including area code, of agent for service)

---

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

---

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$0.0001 per share	1,032,125(2)	\$8.23(3)	\$8,494,388.75(3)	\$1,029.52

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Consists of 1,032,125 additional shares issuable under the 2018 Equity Incentive Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low sale prices of the Registrant's Common Stock as reported on the Nasdaq Global Select Market on March 7, 2019.
-

---

## STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8, relating to the 2018 Equity Incentive Plan (the “Plan”) of Constellation Pharmaceuticals, Inc. (the “Registrant”), is being filed for the purpose of registering additional securities of the same class as other securities for which a Registration Statement on Form S-8 relating to the Plans has previously been filed and is effective. Accordingly, this Registration Statement incorporates by reference the contents of the Registration Statement on Form S-8, File No. 333-226291, filed with the Securities and Exchange Commission on July 23, 2018 by the Registrant, relating to the Registrant’s Amended and Restated 2008 Stock Incentive Plan, 2018 Equity Incentive Plan and 2018 Employee Stock Purchase Plan except for Item 8, Exhibits.

### Item 8. Exhibits

<u>Exhibit Number</u>	<u>Description</u>
4.1(1)	<a href="#">Restated Certificate of Incorporation of the Registrant</a>
4.2(2)	<a href="#">Amended and Restated By-Laws of the Registrant</a>
5.1	<a href="#">Opinion of Wilmer Cutler Pickering Hale &amp; Dorr LLP, counsel to the Registrant</a>
23.1	<a href="#">Consent of Ernst &amp; Young LLP, independent registered public accounting firm</a>
23.2	<a href="#">Consent of Wilmer Cutler Pickering Hale &amp; Dorr LLP (included in Exhibit 5.1)</a>
24.1	<a href="#">Power of attorney (included on the signature pages of this registration statement)</a>
99.1(3)	<a href="#">2018 Equity Incentive Plan</a>

- (1) Previously filed with the Securities and Exchange Commission on July 23, 2018 as Exhibit 3.1 to the Registrant’s Current Report on Form 8-K (File No. 001-38584) and incorporated herein by reference.
- (2) Previously filed with the Securities and Exchange Commission on July 23, 2018 as Exhibit 3.2 to the Registrant’s Current Report on Form 8-K (File No. 001-38584) and incorporated herein by reference.
- (3) Previously filed with the Securities and Exchange Commission on June 22, 2018 as Exhibit 10.5 to the Registrant’s Registration Statement on Form S-1 (File No. 333-225822) and incorporated herein by reference.

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, on this 14<sup>th</sup> day of March, 2019.

CONSTELLATION PHARMACEUTICALS, INC.

By: /s/ Jigar Raythatha

Jigar Raythatha

President and Chief Executive Officer

---

**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of Constellation Pharmaceuticals, Inc., hereby severally constitute and appoint Jigar Raythatha, Emma Reeve and Karen Valentine, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Constellation Pharmaceuticals, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jigar Raythatha</u> Jigar Raythatha	President and Chief Executive Officer, Director (Principal Executive Officer)	March 14, 2019
<u>/s/ Emma Reeve</u> Emma Reeve	Chief Financial Officer (Principal Financial and Accounting Officer)	March 14, 2019
<u>/s/ Mark A. Goldsmith</u> Mark A. Goldsmith, M.D., Ph.D.	Chairman of the Board	March 14, 2019
<u>/s/ James E. Audia</u> James E. Audia, Ph.D.	Director	March 14, 2019
<u>/s/ Scott Braunstein</u> Scott Braunstein, M.D.	Director	March 14, 2019
<u>/s/ Anthony Evnin</u> Anthony Evnin, Ph.D.	Director	March 14, 2019
<u>/s/ Steven L. Hoerter</u> Steven L. Hoerter	Director	March 14, 2019
<u>/s/ Peter Svenilson</u> Peter Svenilson	Director	March 14, 2019
<u>/s/ Robert Tepper</u> Robert Tepper, M.D.	Director	March 14, 2019
<u>/s/ Elizabeth Trehu</u> Elizabeth Trehu, M.D.	Director	March 14, 2019

March 14, 2019

Constellation Pharmaceuticals, Inc.  
215 First Street, Suite 200  
Cambridge, Massachusetts 02142

+1 617 526 6000 (t)  
+1 617 526 5000 (f)  
wilmerhale.com

RE: Registration Statement on Form S-8; 2018 Equity Incentive Plan

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to 1,032,125 shares of common stock, par value \$0.0001 per share (the "Shares"), of Constellation Pharmaceuticals, Inc., a Delaware corporation (the "Company"), issuable under the Company's 2018 Equity Incentive Plan (the "Plan").

We have examined the Certificate of Incorporation and By-Laws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of the Commonwealth of Massachusetts, the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, Massachusetts 02109

Beijing Berlin Boston Brussels Denver Frankfurt London Los Angeles New York Palo Alto Washington

March 14, 2019  
Page 2

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

WILMER CUTLER PICKERING  
HALE AND DORR LLP

By: /s/ Lia Der Marderosian  
Lia Der Marderosian, Partner

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2018 Equity Incentive Plan of Constellation Pharmaceuticals, Inc. of our report dated March 14, 2019, with respect to the consolidated financial statements of Constellation Pharmaceuticals, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts  
March 14, 2019