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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): February 19, 2019

Constellation Pharmaceuticals, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38584
(Commission
File Number)

26-1741721
(IRS Employer
Identification No.)

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

02142
(Zip Code)

Registrant's telephone number, including area code: (617) 714-0555

Not applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 19, 2019, the Board of Directors (the “Board”) of Constellation Pharmaceuticals, Inc. (the “Company”), upon recommendation from the Nominating and Corporate Governance Committee of the Board, elected Scott Braunstein as a member of the Board, effective immediately. Dr. Braunstein will serve as a Class III director with a term expiring at the Company’s 2021 annual meeting of stockholders and thereafter until his successor has been duly elected and qualified or until his earlier death, resignation or removal. Dr. Braunstein has not yet been appointed to any committees of the Board. The Board has determined that Dr. Braunstein is “independent” as contemplated by the Nasdaq Stock Market and other governing laws and applicable regulations. The election of Dr. Braunstein brings the size of the Board to nine members.

Dr. Braunstein, age 55, has served as an operating partner at Aisling Capital since September 2015. From July 2015 to March 2018, Dr. Braunstein also served as Chief Operating Officer, SVP of Corporate Strategy and Chief Strategy Officer at Pacira Pharmaceuticals, Inc., a specialty pharmaceutical company. From 2014 to 2015, Dr. Braunstein served as a healthcare portfolio manager at Everpoint Asset Management, an investment firm. From 2002 to 2014, Dr. Braunstein was a healthcare analyst and managing director at J.P. Morgan Asset Management and portfolio manager for the J P Morgan Global Healthcare fund. Dr. Braunstein is currently chairman of the board of directors of ArTara Therapeutics, Inc. and serves as a member of the board of directors of SiteOne Therapeutics, Inc., each a private pharmaceutical company, and serves as a member of the following public company boards of directors: Esperion Therapeutics, Inc., Marinus Pharmaceuticals, Inc., Ziopharm Oncology, Inc. and Trevena, Inc. He earned his Bachelor of Applied Science from Cornell University and his MD from the Albert Einstein College of Medicine.

There are no arrangements or understandings between Dr. Braunstein and any other persons pursuant to which he was elected as a director. There are no transactions in which Dr. Braunstein has an interest requiring disclosure under Item 404(a) of Regulation S-K of the Securities Act of 1933, as amended.

Dr. Braunstein will receive compensation for his service as a non-employee director and, if applicable, for committee service in accordance with the Company’s director compensation program, a summary of which was filed as Exhibit 10.8 to the Company’s Registration Statement on Form S-1 (File No. 333-225822) filed with the Securities and Exchange Commission on June 22, 2018 (the “Registration Statement”), including the award of a one-time nonqualified stock option under the Company’s 2018 Equity Incentive Plan to purchase 26,342 shares of common stock, \$0.0001 par value per share, of the Company (“Common Stock”) at an exercise price of \$10.81 per share, which was equal to the closing price of the Common Stock on the Nasdaq Global Select Market on the effective date of Dr. Braunstein’s election.

In connection with his election, the Company and Dr. Braunstein will enter into the Company’s standard form of indemnification agreement, a copy of which was filed as Exhibit 10.24 to the Registration Statement. Pursuant to the terms of the indemnification agreement, the Company may be required, among other things, to indemnify Dr. Braunstein for certain expenses (including attorneys’ fees), judgments, fines and settlement amounts actually and reasonably incurred by them in any action or proceeding arising out of their service as a director of the Company.

A copy of the Company’s press release announcing Dr. Braunstein’s election is furnished, but not filed, as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibit relating to Item 5.02 shall be deemed to be furnished, and not filed:

99.1 [Press Release dated February 20, 2019](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CONSTELLATION PHARMACEUTICALS, INC.

Date: February 20, 2019

By: /s/ Emma Reeve

Name: Emma Reeve

Title: Chief Financial Officer

**Constellation Pharmaceuticals
Announces Appointment to Board of
Directors**

- *Adds Biopharmaceutical Investment and Operational Expertise*

CAMBRIDGE, Massachusetts, February 20, 2019 – Constellation Pharmaceuticals, Inc. (Nasdaq: CNST), a clinical-stage biopharmaceutical company using its expertise in epigenetics to discover and develop novel therapeutics, today announced that Scott Braunstein, M.D., has been appointed to its Board of Directors.

Dr. Braunstein joins Constellation's team with a track record of growing emerging and established biopharmaceutical companies as an investor and a pharmaceutical executive. He is currently chairman of the board of directors of ArTara Therapeutics and a member of the board of directors of several public and private companies, including Esperion Therapeutics, Marinus Pharmaceuticals, SiteOne Therapeutics, Trevena, and Ziopharm Oncology. Previously he served as chief operating officer at Pacira Pharmaceuticals. Prior to joining Pacira, Dr. Braunstein was a healthcare portfolio manager at Everpoint Asset Management. He spent 12 years with J.P. Morgan Asset Management as a healthcare analyst and managing director in the U.S. Equity team and as a portfolio manager in the Global Healthcare team. He is currently an operating partner at Aisling Capital. Dr. Braunstein began his career as a physician and earned his medical degree from the Albert Einstein College of Medicine.

"I'm thrilled to be joining the Constellation board at this time of growth," said Dr. Braunstein. "The Company has a strong epigenetics platform and encouraging preliminary clinical data from its lead programs in key areas of unmet need for myelofibrosis and prostate cancer patients. I look forward to helping Constellation in what we expect to be an exciting year of data."

"We welcome Scott to Constellation's board," said Jigar Raythatha, President and Chief Executive Officer of Constellation Pharmaceuticals. "He has a wealth of experience as an executive and board member in the biopharmaceutical industry and as a healthcare investor and practicing physician. This experience will help our Company considerably as we advance toward our goal of becoming a late-stage oncology development company."

About Constellation Pharmaceuticals

Constellation Pharmaceuticals is a clinical-stage biopharmaceutical company developing novel therapeutics that selectively modulate gene expression to address serious unmet medical needs in patients with cancer. The Company has a deep understanding of how epigenetic and chromatin modifications in cancer cells and in the tumor and immune microenvironment play a fundamental role in driving disease progression and drug resistance. Constellation is driving development of the EZH2 inhibitors CPI-1205 and CPI-0209 for the treatment of metastatic castration-resistant prostate cancer and other cancers as well as the BET inhibitor CPI-0610 for the treatment of myelofibrosis. The Company is also applying its broad research and development capabilities to explore other novel targets that directly and indirectly impact gene expression to fuel a sustainable pipeline of innovative small-molecule product candidates.

Forward-Looking Statements

This press release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 that involve substantial risks and uncertainties. All statements, other than statements of historical facts, contained in this press release, including statements regarding the Company’s strategy, future operations, future financial position, prospects, plans and objectives of management, are forward-looking statements. The words “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “potential,” “predict,” “project,” “should,” “target,” “will,” “would” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Any forward-looking statements are based on management’s current expectations of future events and are subject to a number of risks and uncertainties that could cause actual results to differ materially and adversely from those set forth in, or implied by, such forward-looking statements. These risks and uncertainties include, but are not limited to, risks associated with Constellation’s ability to: obtain and maintain necessary approvals from the FDA and other regulatory authorities; continue to advance its product candidates in clinical trials; replicate in later clinical trials positive results found in preclinical studies and early-stage clinical trials of CPI-1205, CPI-0610 and its other product candidates; advance the development of its product

candidates under the timelines it anticipates, or at all, in current and future clinical trials; obtain, maintain or protect intellectual property rights related to its product candidates; manage expenses; and raise the substantial additional capital needed to achieve its business objectives. For a discussion of other risks and uncertainties, any of which could cause the Company's actual results to differ from those contained in the forward-looking statements, see the "Risk Factors" section, as well as discussions of potential risks, uncertainties, and other important factors, in the Company's most recent filings with the Securities and Exchange Commission. In addition, the forward- looking statements included in this press release represent the Company's views as of the date hereof and should not be relied upon as representing the Company's views as of any date subsequent to the date hereof. The Company anticipates that subsequent events and developments will cause the Company's views to change. However, while the Company may elect to update these forward-looking statements at some point in the future, the Company specifically disclaims any obligation to do so. CPI-1205, CPI-0610, CPI-0209, and other product candidates are investigational in nature and have not yet been approved by the FDA or other regulatory authorities.

Contact

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