

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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> (Last) (First) (Middle) 1700 OWENS STREET SUITE 500 (Street) SAN FRANCISCO CA 94158 (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) 02/17/2021	
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	02/17/2021		s		10,000	D	\$36.9503 ⁽¹⁾	99,155	I	See Footnote ⁽²⁾
Common Stock								2,584,957	D ⁽³⁾	
Common Stock								1,880,623	I	See Footnote ⁽⁴⁾
Common Stock								1,574,229	I	See Footnote ⁽⁵⁾
Common Stock								19,571	I	See Footnote ⁽⁶⁾
Common Stock								22,103	I	See Footnote ⁽⁷⁾
Common Stock								50,000	I	See Footnote ⁽⁸⁾

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					

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 III, LP

(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 III-A, LP

(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 III 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*

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, SUITE 500		
(Street)		
SAN FRANCISCO	CA	94158
(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)

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. These securities were sold in multiple transactions at prices ranging from \$36.95 to \$37.005, inclusive. The David V. and Alena Z. Goeddel 2004 Trust undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities Exchange Commission, upon request, full information regarding the number of securities sold at each separate price within the ranges set forth in this footnote (1) to this Form 4.
- These securities are held directly by The David V. and Alena Z. Goeddel 2004 Trust.
- These securities are directly held by The Column Group, LP ("TCG LP"). The Column Group GP, LP ("TCG GP") is the general partner of TCG LP and may be deemed to have voting, investment and dispositive power with respect to these securities. The managing partners of TCG GP are David Goeddel and Peter Svenilsson (collectively, the "TCG Managing Partners"). The TCG Managing Partners may be deemed to share voting and investment power with respect to such shares. TCG GP and each of the TCG Managing Partners disclaim beneficial ownership of these shares, except to the extent of their respective pecuniary interest in such shares.
- The securities are directly held by Ponoi Capital, LP ("Ponoi LP"). Ponoi Management, LLC ("Ponoi LLC") is the general partner of Ponoi LP and may be deemed to have voting, investment and dispositive power with respect to these securities. The managing partners of Ponoi LLC are David Goeddel, Peter Svenilsson, and Tim Kutzkey (collectively, the "Ponoi Managing Partners"). The Ponoi Managing Partners may be deemed to share voting and investment power with respect to such shares. Ponoi LLC and the each of the Ponoi Managing Partners disclaims beneficial ownership of these shares, except to the extent of their respective pecuniary interest in such shares
- The securities are directly held by Ponoi Capital II, LP ("Ponoi II LP"). Ponoi II Management, LLC ("Ponoi II LLC") is the general partner of Ponoi II LP and may be deemed to have voting, investment and dispositive power with respect to these securities. The managing partners of Ponoi II LLC are the Ponoi Managing Partners. The Ponoi Managing Partners may be deemed to share voting and investment power with respect to such shares. Ponoi II LLC and the each of the Ponoi Managing Partners disclaims beneficial ownership of these shares, except to the extent of their respective pecuniary interest in such shares.
- The securities are directly held by The Column Group III, LP ("TCG III LP"). The Column Group III GP, LP ("TCG III GP") is the general partner of TCG III LP and may be deemed to have voting, investment and dispositive power with respect to these securities. The managing partners of TCG III GP are the Ponoi Managing Partners. The Ponoi Managing Partners may be deemed to share voting and investment power with respect to such shares. TCG III GP and each of the Ponoi Managing Partners disclaim beneficial ownership of these shares, except to the extent of their respective pecuniary interest in such shares.
- The securities are directly held by The Column Group III- A, LP ("TCG III-A LP"). TCG III GP is the general partner of TCG III-A LP and may be deemed to have voting, investment and dispositive power with respect to these securities. The managing partners of TCG III GP are the Ponoi Managing Partners. The Ponoi Managing Partners may be deemed to share voting and investment power with respect to such shares. TCG III GP and each of the Ponoi Managing Partners disclaim beneficial ownership of these shares, except to the extent of their respective pecuniary interest in such shares.
- These securities are held directly by the Alena Goeddel Irrevocable Trust

Remarks:

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

[/s/ James Evangelista,](#)
[Attorney-in-Fact](#)

[02/19/2021](#)

** 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.