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

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-3 REGISTRATION STATEMENT NO. 333-235417
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-3 REGISTRATION STATEMENT NO. 333-235550

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)

26-1741721
(IRS Employer
Identification No.)

**215 First Street, Suite 200
Cambridge, Massachusetts 02142
(617) 714-0555**
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Lara Smith-Weber
President, Secretary, Treasurer
Constellation Pharmaceuticals, Inc.
c/o MorphoSys AG
Simmelweisstraße 7
82152 Planegg
Germany
+49 89-89927-0**
(Name, address and telephone number of agent for service)

Copies to:

**Stephan Hutter
Graham Robinson
Faiz Ahmad
Skadden, Arps, Slate, Meagher & Flom LLP
500 Boylston Street
Boston, MA 02116
(617) 573-4850**

Approximate date of commencement of proposed sale to the public: Not applicable. Removal from registration of securities that were not sold pursuant to the above referenced registration statements.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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.

Explanatory Note

DEREGISTRATION OF SECURITIES

This post-effective amendment relates to the following Registration Statements of Constellation Pharmaceuticals, Inc. (the “Company”) on Form S-3 (the “Registration Statements”):

- Registration Statement on Form S-3 (File No. 333-235417), registering an indeterminate number of debt securities of the Company (“Debt Securities”), common stock, par value \$0.0001, of the Company (“Common Stock”), preferred stock, par value \$0.001, of the Company (“Preferred Stock”), depository shares of the Company (“Depository Shares”), units comprised of one or more Debt Securities, shares of Common Stock, shares of Preferred Stock and Warrants (as defined below), in any combination (“Units”), and warrants to purchase Common Stock, Preferred Stock, Depository Shares or Debt Securities (“Warrants”), filed with the Securities and Exchange Commission on December 9, 2019.
- Registration Statement on Form S-3 (File No. 333-235550), registering up to 7,647,057 shares of Common Stock, filed with the Securities and Exchange Commission on December 17, 2019.

On July 15, 2021, pursuant to that certain Agreement and Plan of Merger, dated as of June 2, 2021, by and among the Company, MorphoSys AG, a German stock corporation (*Aktiengesellschaft*) (“Parent”), and MorphoSys Development Inc., a Delaware corporation and an indirect wholly owned subsidiary of Parent (“Purchaser”), Purchaser merged with and into the Company, with the Company surviving as an indirect wholly owned subsidiary of Parent (the “Merger”).

As a result of the Merger, the Company has terminated any and all offerings of its securities pursuant to the Registration Statements. Accordingly, by filing these post-effective amendments, the Company hereby terminates the effectiveness of each Registration Statement and removes from registration any and all securities of the Company registered but unsold under the Registration Statements as of the date hereof.

Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this post-effective amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, on July 15, 2021.

CONSTELLATION PHARMACEUTICALS, INC.

By: /s/ Lara Smith-Weber

Name: Lara Smith-Weber

Title: President, Secretary, Treasurer

No other person is required to sign this Post-Effective Amendment in reliance upon Rule 478 under the Securities Act of 1933, as amended.