

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>TEPPER ROBERT I</u> (Last) (First) (Middle) C/O CONSTELLATION PHARMACEUTICALS, INC. 215 FIRST STREET, SUITE 200 (Street) CAMBRIDGE MA 02142 (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/23/2018	

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	07/23/2018		C		2,705,334	A	(1)	2,716,384	I(2)	By Funds
Common Stock	07/23/2018		P		266,667	A	\$15	2,983,051	I(2)	By Funds

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	Title	Amount or Number of Shares				
Series A Preferred Stock	(1)	07/23/2018		C			11,000,000	(1)	(1)	Common Stock	999,180	\$0.00	0	I(2)	By Funds
Series B Preferred Stock	(1)	07/23/2018		C			10,650,000	(1)	(1)	Common Stock	967,389	\$0.00	0	I(2)	By Funds
Series D Preferred Stock	(1)	07/23/2018		C			1,086,411	(1)	(1)	Common Stock	98,683	\$0.00	0	I(2)	By Funds
Series E Preferred Stock	(1)	07/23/2018		C			2,285,640	(1)	(1)	Common Stock	266,934	\$0.00	0	I(2)	By Funds
Series E-1 Preferred Stock	(1)	07/23/2018		C			3,107,930	(1)	(1)	Common Stock	282,308	\$0.00	0	I(2)	By Funds
Series F Preferred Stock	(1)	07/23/2018		C			1,000,000	(1)	(1)	Common Stock	90,840	\$0.00	0	I(2)	By Funds

Explanation of Responses:

- On July 23, 2018, the Series A, Series B, Series D, Series E-1 and Series F Preferred Stock converted into Common Stock on a 11.009-for-one basis, and the Series E Preferred Stock converted into Common Stock on a 8.56256-for-one basis, upon the closing of the Issuer's initial public offering without payment of consideration. The Series A, Series B, Series C, Series E, Series E-1 and Series F Preferred Stock were convertible at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares had no expiration date.
- These securities are directly held by Third Rock Ventures, L.P. ("TRV"). The general partner of TRV is Third Rock Ventures GP, L.P. ("TRV GP"). The general partner of TRV GP is TRV GP, LLC ("TRV GP LLC"). Dr. Tepper is an individual manager of TRV GP LLC. Dr. Tepper disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that he is the beneficial owner of such shares.

Remarks:

/s/ Kevin Gillis by power of attorney for Dr. Robert Tepper 07/24/2018

** 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.