

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Audia James E</u> (Last) (First) (Middle) <u>C/O CONSTELLATION PHARMACEUTICALS, INC.</u> <u>215 FIRST STREET, SUITE 200</u> (Street) <u>CAMBRIDGE MA 02142</u> (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 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/15/2021</u>	
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	07/15/2021		D		25,434	D	(1)	0.00	D	

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
Stock Option (Right to Buy)	\$33.57	07/15/2021		D			13,171	(2)	(2)	Common Stock	13,171	(2)	0.00	D	
Stock Option (right to buy)	\$11.5	07/15/2021		D			8,175	(2)	(2)	Common Stock	8,175	(2)	0.00	D	
Stock Option (right to buy)	\$9.12	07/15/2021		D			13,171	(2)	(2)	Common Stock	13,171	(2)	0.00	D	
Stock Option (right to buy)	\$7.6	07/15/2021		D			1,277	(2)	(2)	Common Stock	1,277	(2)	0.00	D	
Stock Option (right to buy)	\$7.6	07/15/2021		D			9,083	(2)	(2)	Common Stock	9,083	(2)	0.00	D	
Stock Option (right to buy)	\$5.62	07/15/2021		D			24,604	(2)	(2)	Common Stock	24,604	(2)	0.00	D	
Stock Option (right to buy)	\$5.51	07/15/2021		D			2,384	(2)	(2)	Common Stock	2,384	(2)	0.00	D	
Stock Option (right to buy)	\$5.51	07/15/2021		D			9,803	(2)	(2)	Common Stock	9,803	(2)	0.00	D	
Stock Option (right to buy)	\$4.08	07/15/2021		D			11,626	(2)	(2)	Common Stock	11,626	(2)	0.00	D	
Stock Options (Right to buy)	\$37.52	07/15/2021		D			13,171	(2)	(2)	Common Stock	13,171	(2)	0.00	D	

Explanation of Responses:

1. This Form 4 reports securities disposed of under the terms of the Agreement and Plan of Merger (the "Agreement"), dated as of June 2, 2021, among Constellation Pharmaceuticals, Inc. (the "Company"), MorphoSys AG ("Parent") and MorphoSys Development Inc. ("Purchaser"), an indirect wholly owned subsidiary of Parent. Pursuant to the Agreement, on July 15, 2021 (the "Effective Time"), Purchaser

merged with and into the Company, with the Company becoming a wholly owned subsidiary of Parent (the "Merger"). In connection with the consummation of the Merger, at the Effective Time, each share of common stock, par value \$0.0001 per share, of the Company ("Common Stock") that was outstanding immediately prior to the Effective Time (other than certain shares specified in the Agreement) was converted into the right to receive \$34.00 in cash, without interest and subject to any required withholding of taxes (the "Merger Consideration").

2. This Form 4 reports securities disposed of under the terms of the Agreement and Plan of Merger (the "Agreement"), dated as of June 2, 2021, among Constellation Pharmaceuticals, Inc. (the "Company"), MorphoSys AG ("Parent") and MorphoSys Development Inc. ("Purchaser"), an indirect wholly owned subsidiary of Parent. Pursuant to the Agreement, on July 15, 2021 (the "Effective Time"), Purchaser merged with and into the Company, with the Company becoming a wholly owned subsidiary of Parent (the "Merger"). In connection with the consummation of the Merger, at the Effective Time, each share of common stock, par value \$0.0001 per share, of the Company ("Common Stock") that was outstanding immediately prior to the Effective Time (other than certain shares specified in the Agreement) was converted into the right to receive \$34.00 in cash, without interest and subject to any required withholding of taxes (the "Merger Consideration").

Remarks:

In connection with the consummation of the Merger, at the Effective Time, (a) immediately prior to the Effective Time, each outstanding Company stock option accelerated and became fully vested and exercisable; and (b) at the Effective Time, each unexercised outstanding Company stock option was cancelled in exchange for the right to receive a cash payment equal to the product of (i) the excess, if any, of the Merger Consideration, over the per share exercise price, and (ii) the number of shares of Common Stock subject to such Company stock option. Any company stock options that had an exercise price per share that was equal to or greater than the Merger Consideration was cancelled for no consideration.

/s/ Emma Reeve, as Attorney- 07/19/2021
in-Fact for James E. Audia

** 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.