

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>Casdin Capital, LLC</u> (Last) (First) (Middle) 1350 AVENUE OF THE AMERICAS, SUITE 2405 (Street) NEW YORK NY 10019 (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) 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		345,783	A	(1)	345,783	I ⁽²⁾	See footnote
Common Stock	07/23/2018		P		266,667	A	\$15	612,450	I ⁽²⁾	See footnote
Common Stock	07/23/2018		C		158,960	A	(1)	158,960	I ⁽³⁾	See footnote

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
Series E Preferred Stock	(1)	07/23/2018		C		1,333,333		(1)	(1)	Common Stock	155,716	\$0.00	0	I ⁽²⁾	See footnote
Series E-1 Preferred Stock	(1)	07/23/2018		C		342,435		(1)	(1)	Common Stock	31,104	\$0.00	0	I ⁽²⁾	See footnote
Series F Preferred Stock	(1)	07/23/2018		C		1,750,000		(1)	(1)	Common Stock	158,963	\$0.00	0	I ⁽²⁾	See footnote
Series F Preferred Stock	(1)	07/23/2018		C		1,750,000		(1)	(1)	Common Stock	158,960	\$0.00	0	I ⁽³⁾	See footnote

1. Name and Address of Reporting Person* <u>Casdin Capital, LLC</u> (Last) (First) (Middle) 1350 AVENUE OF THE AMERICAS, SUITE 2405 (Street) NEW YORK NY 10019 (City) (State) (Zip)		
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1. Name and Address of Reporting Person*

Casdin Partners Master Fund, L.P.

(Last) (First) (Middle)

C/O CASDIN CAPITAL LLC
1350 AVENUE OF THE AMERICAS, SUITE 2405

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Casdin Partners GP, LLC

(Last) (First) (Middle)

C/O CASDIN CAPITAL LLC
1350 AVENUE OF THE AMERICAS, SUITE 2405

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Casdin Eli

(Last) (First) (Middle)

C/O CASDIN CAPITAL LLC
1350 AVENUE OF THE AMERICAS, SUITE 2405

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Casdin Venture Opportunities Fund, L.P.

(Last) (First) (Middle)

C/O CASDIN CAPITAL LLC
1350 AVENUE OF THE AMERICAS, SUITE 2405

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

CASDIN VENTURE OPPORTUNITIES
FUND GP, LLC

(Last) (First) (Middle)

C/O CASDIN CAPITAL LLC
1350 AVENUE OF THE AMERICAS, SUITE 2405

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

Explanation of Responses:

1. On July 23, 2018, the 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 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.
2. These securities are owned directly by Casdin Partners Master Fund, LP and may be deemed to be indirectly beneficially owned by (i) Casdin Capital, LLC, the investment adviser to Casdin Partners Master Fund, LP, (ii) Casdin Partners GP, LLC, the general partner of Casdin Partners Master Fund LP, and (ii) Eli Casdin, the managing member of Casdin Capital, LLC and Casdin Partners GP, LLC.
3. These securities are owned directly by Casdin Venture Opportunities Fund, LP and may be deemed to be indirectly beneficially owned by (i) Casdin Capital, LLC, the investment adviser to Casdin Venture Opportunities Fund, LP, (ii) Casdin Venture Opportunities Fund GP, LLC, the general partner of Casdin Venture Opportunities Fund, LP, and (ii) Eli Casdin, the managing member of Casdin Capital, LLC and Casdin Venture Opportunities Fund GP, LLC.

Remarks:

Casdin Capital, LLC, By: Eli
Casdin, Managing Member, 07/23/2018
/s/ Eli Casdin

Casdin Partners Master Fund,
LP, By: Casdin Partners GP,
LLC, General Partner, By: Eli 07/23/2018
Casdin, Managing Member,
/s/ Eli Casdin

Casdin Partners GP, LLC, By:
Eli Casdin, Managing 07/23/2018
Member, /s/ Eli Casdin

Eli Casdin, /s/ Eli Casdin 07/23/2018

Casdin Venture Opportunities
Fund, LP, Casdin Venture
Opportunities Fund GP, LLC,
General Partner, By: Eli 07/23/2018
Casdin, Managing Member,
/s/ Eli Casdin

Casdin Venture Opportunities
Fund GP, LLC, By: Eli 07/23/2018
Casdin, Managing Member,
/s/ Eli Casdin

** 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.