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

**FORM S-8
REGISTRATION STATEMENT**
*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 or Organization)

26-1741721
(I.R.S. Employer
Identification No.)

215 First Street, Suite 200
Cambridge, Massachusetts
(Address of Principal Executive Offices)

02142
(Zip Code)

2018 Equity Incentive Plan
2018 Employee Stock Purchase Plan
(Full title of the plan)

Jigar Raythatha
President and Chief Executive Officer
Constellation Pharmaceuticals, Inc.
215 First Street, Suite 200
Cambridge, Massachusetts 02142
(Name and address of agent for service)

(617) 714-0555
(Telephone number, including area code, of agent for service)

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 Accelerated filer
 Non-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.

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered(1) | Proposed maximum offering price per share | Proposed maximum aggregate offering price | Amount of registration fee |
|--|----------------------------|---|---|----------------------------|
| Common Stock, par value \$0.0001 per share | 2,387,224 (2) | \$36.07(3) | \$86,107,169.68 (3) | \$9,394.29 |

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Consists of (i) 1,909,779 additional shares issuable under the 2018 Equity Incentive Plan and (ii) 477,445 additional shares issuable under the 2018 Employee Stock Purchase Plan
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low sale prices of the Registrant’s Common Stock as reported on the Nasdaq Global Select Market on February 17, 2021.

STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 relating to the 2018 Equity Incentive Plan of Constellation Pharmaceuticals, Inc. (the “Registrant”) and the 2018 Employee Stock Purchase Plan of the Registrant, is being filed for the purpose of registering additional securities of the same class as other securities for which a Registration Statement on Form S-8 relating to the 2018 Equity Incentive Plan and the 2018 Employee Stock Purchase Plan has previously been filed and is effective. Accordingly, this Registration Statement incorporates by reference the contents of (i) the Registration Statement on Form S-8, File No. [333-226291](#), filed with the Securities and Exchange Commission on July 23, 2018 by the Registrant, relating to the Registrant’s Amended and Restated 2008 Stock Incentive Plan, 2018 Equity Incentive Plan and 2018 Employee Stock Purchase Plan, (ii) the Registration Statement on Form S-8, File No. [333-230294](#), filed with the Securities and Exchange Commission on March 15, 2019, relating to the Registrant’s 2018 Equity Incentive Plan, and (iii) the Registration Statement on Form S-8, File No. [333-237053](#), filed with the Securities and Exchange Commission on March 10, 2020, except in each case for Item 8, Exhibits.

Item 8. Exhibits

Exhibit

| Number | Description |
|--------|---|
| 4.1 | Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K (File No. 001-38584) filed on July 23, 2018) |
| 4.2 | Amended and Restated By-Laws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant’s Current Report on Form 8-K (File No. 001-38584) filed on July 23, 2018) |
| 5.1 | Opinion of Wilmer Cutler Pickering Hale & Dorr LLP, counsel to the Registrant |
| 23.1 | Consent of Ernst & Young LLP, independent registered public accounting firm |
| 23.2 | Consent of Wilmer Cutler Pickering Hale & Dorr LLP (included in Exhibit 5.1) |
| 24.1 | Power of attorney (included on the signature pages of this registration statement) |
| 99.1 | 2018 Equity Incentive Plan (incorporated by reference to Exhibit 10.5 to the Registrant’s Registration Statement on Form S-1 (File No. 333-225822) filed on June 22, 2018) |
| 99.2 | 2018 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.7 to the Registrant’s Registration Statement on Form S-1 (File No. 333-225822) filed on June 22, 2018) |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, on this 24th day of February, 2021.

CONSTELLATION PHARMACEUTICALS, INC.

By: /s/ Jigar Raythatha

Jigar Raythatha

President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Constellation Pharmaceuticals, Inc., hereby severally constitute and appoint Jigar Raythatha, Emma Reeve and Karen Valentine, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Constellation Pharmaceuticals, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|--|--|-------------------|
| <u>/s/ Jigar Raythatha</u> Jigar Raythatha | President and Chief Executive Officer, Director (Principal Executive Officer) | February 24, 2021 |
| <u>/s/ Emma Reeve</u> Emma Reeve | Chief Financial Officer (Principal Financial and Accounting Officer) | February 24, 2021 |
| <u>/s/ Mark A. Goldsmith</u> Mark A. Goldsmith, M.D., Ph.D. | Chairman of the Board | February 24, 2021 |
| <u>/s/ James E. Audia</u> James E. Audia, Ph.D. | Director | February 24, 2021 |
| <u>/s/ Scott Braunstein</u> Scott Braunstein, M.D. | Director | February 24, 2021 |
| <u>/s/ Steven L. Hoerter</u> Steven L. Hoerter | Director | February 24, 2021 |
| <u>/s/ Richard Levy</u> Richard Levy, M.D. | Director | February 24, 2021 |
| <u>/s/ Elizabeth Trehu</u> Elizabeth Trehu, M.D. | Director | February 24, 2021 |

WILMERHALE

February 24, 2021

Constellation Pharmaceuticals, Inc.
215 First Street, Suite 200
Cambridge, Massachusetts 02142

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wilmerhale.com

RE: Registration Statement on Form S-8; 2018 Equity Incentive Plan and 2018 Employee Stock Purchase Plan

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 2,387,224 shares of common stock, par value \$0.0001 per share (the "Shares"), of Constellation Pharmaceuticals, Inc., a Delaware corporation (the "Company"), issuable under the Company's 2018 Equity Incentive Plan and 2018 Employee Stock Purchase Plan (collectively, the "Plans").

We have examined the Certificate of Incorporation and By-Laws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plans, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of the Commonwealth of Massachusetts, the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the applicable Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

WILMER CUTLER PICKERING
HALE AND DORR LLP

By: /s/ Lia Der Marderosian

Lia Der Marderosian, Partner

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2018 Equity Incentive Plan and the 2018 Employee Stock Purchase Plan of Constellation Pharmaceuticals, Inc. of our reports dated February 24, 2021, with respect to the consolidated financial statements of Constellation Pharmaceuticals, Inc. and the effectiveness of internal control over financial reporting of Constellation Pharmaceuticals, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2020, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
February 24, 2021