# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

# **SCHEDULE 13G**

Under the Securities Exchange Act of 1934 (Amendment No.)\*

# Cogent Biosciences, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

19240Q201

(CUSIP Number)

October 7, 2021

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

o Rule 13d-1(b)

☑ Rule 13d-1(c)

o Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 19240Q201	SCHEDULE 13G	
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1	NAME OF REPORTING PERSONS			
1	Commodore Capital LP			
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			
2	(a) o			
	(b) o SEC USE ONLY			
3	SEC USE UNLY			
4	CITIZENSHIP OR PLACE OF ORGANIZATION			
	Delaware, USA			
		5	SOLE VOTING POWER	
NIT	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		0	
			SHARED VOTING POWER	
			2,141,339*	
			SOLE DISPOSITIVE POWER	
			0	
			SHARED DISPOSITIVE POWER	
			2.1.41.220*	
	2,141,339*  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
9				
	2,141,339*			
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
5.4%				
10	TYPE OF REPORTING PERSON			
12	$\frac{12}{1}$			

<sup>\*</sup>See Item 4 for additional information.

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	NAME OF REPORTING PERSONS				
1	Commodore Capital Master LP				
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
2	(a) o				
	(b) o				
2	SEC USE ONLY				
3					
	CITIZENSHIP OR PLACE OF ORGANIZATION				
4					
	Cayman Islands				
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		SOLE VOTING POWER		
NII			0		
			SHARED VOTING POWER		
			2,141,339*		
			SOLE DISPOSITIVE POWER		
			SHARED DISPOSITIVE POWER		
			2,141,339*		
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
9 2,141,339*					
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			0	
10					
	DEDCENT OF CLASS DEDDESENTED BY AMOUNT IN DOWLO				
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  11					
	5.4%				
12	TYPE OF REPO	ORTING 1	PERSON		
12	12 00				

<sup>\*</sup>See Item 4 for additional information.

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# Item 1. (a) Name of Issuer

Cogent Biosciences, Inc. (the "Issuer")

# Item 1. (b) Address of Issuer's Principal Executive Offices

200 Cambridge Park Drive, Suite 2500, Cambridge, MA 02140

# Item 2. (a, b, c) Names of Person Filing, Address of Principal Business Office, Citizenship:

This report on Schedule 13G is being filed by Commodore Capital LP, a Delaware limited partnership (the "Firm") and Commodore Capital Master LP, a Cayman Islands exempted limited partnership ("Commodore Master"). The address for the Firm and Commodore Master is: 767 Fifth Avenue, Floor 12, New York, NY 10153.

# Item 2. (d) Title of Class of Securities

Common Stock, \$0.001 par value per share (the "Common Stock")

### Item 2. (e) CUSIP No.:

19240Q201

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person filing is a:

N/A

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#### Item 4. Ownership

Information with respect to the Firm's ownership of securities of the issuer is incorporated by reference to items (5) - (9) and (11) of the respective cover page of the Firm.

As reported in the cover pages to this report, the ownership information with respect to the Firm is as follows:

- (a) Amount Beneficially Owned: 2,141,339\*
- (b) Percent of Class: 5.4%\*
- (c) Number of Shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: 2,141,339\*
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 2,141,339\*

As reported in the cover pages to this report, the ownership information with respect to Commodore Master is as follows:

- (a) Amount Beneficially Owned: 2,141,339\*
- (b) Percent of Class: 5.4%\*
- (c) Number of Shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: 2,141,339\*
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 2,141,339\*

\*The Firm is the investment manager to Commodore Master. As of October 7, 2021, the Firm may be deemed to beneficially own an aggregate of 2,141,339 shares of Common Stock of the Issuer. The Firm, as the investment manager to Commodore Master, may be deemed to beneficially own these securities. Michael Kramarz and Robert Egen Atkinson are the managing partners of the Firm and exercise investment discretion with respect to these securities. Ownership percentages are based on 39,848,804 shares of Common Stock reported as issued and outstanding in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on August 16, 2021.

# Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

#### Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Not Applicable.

# Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not Applicable.

# Item 8. Identification and Classification of Members of the Group

Not Applicable.

## Item 9. Notice of Dissolution of Group

Not Applicable.

#### **Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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# **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 2, 2021

Commodore Capital LP

By: <u>/s/ Michael Kramarz</u> Michael Kramarz, Managing Partner

Commodore Capital Master LP

By: <u>/s/ Michael Kramarz</u>

Michael Kramarz, Authorized Signatory

#### Exhibit 1

### JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned, and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other, except to the extent that it knows or has reason to believe that such information is inaccurate.

Dated: November 2, 2021

Commodore Capital LP

By: <u>/s/ Michael Kramarz</u> Michael Kramarz, Managing Partner

Commodore Capital Master LP

By: <u>/s/ Michael Kramarz</u> Michael Kramarz, Authorized Signatory