

OMB APPROVAL	
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**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Fairmount Funds Management LLC</u>  (Last) (First) (Middle) <u>200 BARR HARBOR DRIVE, SUITE 400</u>  (Street) <u>WEST CONSHOHOCKEN PA 19428</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Cogent Biosciences, Inc. [ COGT ]</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>06/10/2024</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	06/10/2024		M <sup>(1)</sup>		1,500,000	A	(1)	6,225,641	I	Fairmount Healthcare Fund II LP <sup>(2)</sup>

**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 B Convertible Preferred Stock	(3)	06/10/2024		M <sup>(1)</sup>			1,500	(3)	(3)	Common Stock	1,500,000	\$0.00	0	I	Fairmount Healthcare Fund II LP <sup>(2)</sup>

**Explanation of Responses:**

- On June 5, 2024, Issuer's stockholders approved an amendment to Issuer's Certificate of Incorporation to increase the number of authorized shares of Common Stock from 150,000,000 to 300,000,000 (the "Requisite Stockholder Approval"). Accordingly, pursuant to the terms of the Certificate of Designations of Preferences, Rights and Limitations of Series B Non-Voting Convertible Preferred Stock, 1,500 shares of Series B Convertible Preferred Stock, par value \$0.001 per share (the "Series B Preferred Stock"), held by Fairmount Healthcare Fund II LP ("Fund II") were converted into 1,500,000 shares of Common Stock, effective at 5:00 pm ET on June 10, 2024.
- Fairmount Funds Management LLC and Fairmount Healthcare Fund II GP LLC have voting power and investment power over the securities held by Fund II. They disclaim beneficial ownership of securities held by Fund II for purposes of Rule 16a-1(a)(2), except to the extent of their pecuniary interest therein.
- Following receipt of the Requisite Stockholder Approval, each share of Series B Preferred Stock automatically converted into 1,000 shares of Common Stock, subject to certain limitations, including that a holder of Series B Preferred Stock is prohibited from converting shares of Series B Preferred Stock into shares of Common Stock if, as a result of such conversion, such holder, together with its affiliates, would beneficially own more than a specified percentage (to be established by the holder between 0% and 19.9%) of the total number of shares of Common Stock issued and outstanding immediately after giving effect to such conversion.

**Remarks:**

This Form 4 is filed jointly with Fairmount Healthcare Fund II GP LLC. The Reporting Person may be deemed a director by deputization of Issuer by virtue of the fact that Peter Harwin serves on the board of directors of Issuer and is also a Managing Member of Fairmount Funds Management LLC.

/s/ Tomas Kiselak for Fairmount Funds Management LLC 06/12/2024

\*\* 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.