FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
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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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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Name and Address of Reporting Person* Ferrante Karen Jean						2. Issuer Name and Ticker or Trading Symbol Cogent Biosciences, Inc. [COGT]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Terrante Karen Jean														Director	or	10	% Ow	ner	
(Last)	(First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 07/01/2024								Officer below)	(give title		her (s low)	pecify	
C/O COO	4 1	4 If Amondment Date of Original Filed (Month/Day 04: 20)								6 Individual or Joint/Croup Filing (Chack Applicable									
					4. 11	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
275 WYMAN STREET, 3RD FLOOR														Form filed by One Reporting Person					
					-								Ι,		iled by More				
(Street)														Perso		triair One	корог	9	
WALTH	AM M	A	02451		-														
					. Rι	Rule 10b5-1(c) Transaction Indication													
(City)	(St	rate)	Zip)					•	•										
(City) (State) (Zip)															on or written p	lan that is ir	itended	l to	
satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.																			
		Tah	le I - Non-	.Deriv	vative	Sec	uritie	sΔo	auired I	Disr	nosed c	of or Re	neficial	ly Owner	1				
										J.01				1					
1. Title of Security (Instr. 3) 2. Transac					action		A. Deem kecution		3. 4. Securities Acquired (A) Transaction Disposed Of (D) (Instr. 3,				5. Amou Securiti		6. Ownersh Form: Direc		. Nature f Indirect		
				(Month/[Day/Ye	ay/Year) if any			Code (Instr. 5)			o, 4 and	Benefic	ally (D) or Indire	r Indirect E	Beneficial		
					(Month			ar) 8)					Owned Reporte				Ownership (Instr. 4)		
							Code	v	Amount	(A) o	(A) or Price		tion(s)	l'		,111501. 4)			
									Odde V Amount		(D) Price		(Instr. 3	(Instr. 3 and 4)					
		Т	able II - D	erivat	tive S	Secu	rities	Aca	uired. Di	spc	sed of	or Ben	eficially	Owned					
									s, option										
1. Title of	2.	3. Transaction	3A. Deemed		4.		5. Number		6. Date Exercisal					8. Price of	9. Number of			11. Nature of Indirect Beneficial	
Derivative	Conversion or Exercise	Date (Month/Day/Year)	Execution D		Transa				Expiration Date (Month/Day/Year)			Amount of Securities		Derivative Security	derivative Securities	Owne			
Security (Instr. 3)	Price of	(Month/Day/Year)	if any (Month/Day/		Code (Instr. 8)		Securities		(Month/Day/Year) Securities Underlying					(Instr. 5)	Beneficially		Direct (D)	Ownership	
Derivative Security					-,	Acquired			Derivative Secu				Security	(Owned	or Inc	or Indirect	(Instr. 4)	
							(A) or Dispos	has	(Instr. 3 and 4)				nd 4)		Following Reported	(I) (In:	(I) (Instr. 4)		
					of (D) (Instr. 3, 4 and 5)								Tran		ction(s)				
														(Instr. 4)					
													Amount or						
													Number						
				- 1,	Code	v	(A)	(D)	Date Exercisable		kpiration ate	Title	of Shares						
G. I						-	(* ')	(-,		+						_			
Stock Option												Common	0.460	(1)					
(Right to	\$8.94	07/01/2024			Α		2,462		07/01/2024	07	7/01/2034	Stock	2,462	\$0.00(1)	2,462	I)		
Buy)																			

Explanation of Responses:

1. The option award was issued to the Reporting Person, who elected to take shares in lieu of cash compensation for services as a director, pursuant to the Issuer's non-employee director compensation plan. The number of options granted was determined by dividing the cash compensation otherwise payable with respect to the quarter by the Black-Scholes value of a single option calculated as of the date of the grant.

/s/ Evan D. Kearns, Attorney-

07/02/2024

in-Fact

** 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.