

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of The Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported): August 10, 2026

COGENT BIOSCIENCES, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38443
(Commission
File Number)

46-5308248
(I.R.S. Employer
Identification No.)

180 Third Avenue, 4th Floor
Waltham, Massachusetts
(Address of principal executive offices)

02451
(Zip Code)

Registrant's telephone number, including area code: (617) 945-5576

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.001 Par Value	COGT	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 13(a) of the Exchange Act. ☐

Item 8.01 Other Events.

As previously disclosed, on May 6, 2022, Cogent Biosciences, Inc. (the “Company”) entered into a Sales Agreement with Guggenheim Securities, LLC (“Guggenheim Securities”), as amended by that certain Amendment No. 1 to Sales Agreement, dated November 7, 2025 (as amended, the “Sales Agreement”), pursuant to which the Company may offer and sell shares of the Company’s common stock, par value \$0.001 per share (“Common Stock”), at any time and from time to time through or to Guggenheim Securities, as sales agent or principal, at market prices by any method that is deemed to be an “at-the-market offering” as defined in Rule 415 under the Securities Act of 1933, as amended (the “Securities Act”).

On August 10, 2026, the Company filed a prospectus supplement (the “Prospectus Supplement”) pursuant to Rule 424(b) under the Securities Act with the U.S. Securities and Exchange Commission (the “SEC”) relating to the offer and sale of up to \$400,000,000 of shares of Common Stock (the “Shares”) under the Sales Agreement. The Prospectus Supplement forms a part of the Company’s automatic shelf registration statement on Form S-3ASR (File No. 333-291384), which was filed with the SEC on November 7, 2025 and became automatically effective upon filing.

Gibson, Dunn & Crutcher LLP, counsel to the Company, has issued a legal opinion relating to the Shares. A copy of such legal opinion, including the consent included therein, is attached as Exhibit 5.1 hereto.

The Shares are registered pursuant to the Registration Statement and the base prospectus contained therein, and offerings of the Shares will be made only by means of the Prospectus Supplement. This Current Report on Form 8-K shall not constitute an offer to sell or a solicitation of an offer to buy the Shares described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities law of such state or jurisdiction.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

- 5.1 [Opinion of Gibson, Dunn & Crutcher LLP.](#)
- 23.1 [Consent of Gibson, Dunn & Crutcher LLP \(included in Exhibit 5.1\).](#)
- 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 10, 2026

COGENT BIOSCIENCES, INC.

By: /s/ Evan Kearns

Evan Kearns

Chief Legal Officer and Corporate Secretary

GIBSON DUNN

August 10, 2026

Cogent Biosciences, Inc.
180 Third Avenue, 4th Floor
Waltham, MA 02451

*Re: Cogent Biosciences, Inc.
Registration Statement on Form S-3*

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-3 (the “Registration Statement”) of Cogent Biosciences, Inc., a Delaware corporation (the “Company”), filed with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act of 1933, as amended (the “Securities Act”), and the prospectus supplement thereto dated August 10, 2026 (the “Prospectus Supplement”), in connection with the offering by the Company of up to \$400,000,000 of the Company’s common stock, par value \$0.001 per share (the “Shares”).

In arriving at the opinion expressed below, we have examined originals, or copies certified or otherwise identified to our satisfaction as being true and complete copies of the originals, of specimen common stock certificates and such other documents, corporate records, certificates of officers of the Company and of public officials and other instruments as we have deemed necessary or advisable to enable us to render the opinions set forth below. In our examination, we have assumed without independent investigation the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. We have further assumed that all offers and sales of the Shares will comply with the minimum offering price and pricing formula set forth in the authorization of the offering and sale of the Shares by the Company’s Board of Directors.

Based upon the foregoing, and subject to the assumptions, exceptions, qualifications and limitations set forth herein, we are of the opinion that the Shares, when issued against payment therefor as set forth in the Registration Statement and the Prospectus Supplement thereto, will be validly issued, fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name under the caption “Legal Matters” in the Registration Statement and the Prospectus Supplement. In giving these consents, we do not thereby admit that we are within 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,

/s/ Gibson, Dunn & Crutcher LLP

Gibson, Dunn & Crutcher LLP

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