

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>CAMPANA DARIO</u>  (Last) (First) (Middle) C/O COGENT BIOSCIENCES, INC. 200 CAMBRIDGE PARK DRIVE, SUITE 2500  (Street) CAMBRIDGE MA 02140  (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 04/06/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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	04/06/2020		s		50,080	D	\$0.35	5,045,034	I	By IPCT Holdings LLC <sup>(1)</sup>
Common Stock	04/07/2020		s		11,400	D	\$0.35	5,033,634	I	By IPCT Holdings LLC <sup>(1)</sup>
Common Stock	04/08/2020		s		100	D	\$0.351	5,033,534	I	By IPCT Holdings LLC <sup>(1)</sup>
Common Stock	04/09/2020		s		420,292	D	\$0.3287	4,613,242	I	By IPCT Holdings LLC <sup>(1)</sup>
Common Stock	04/14/2020		s		54,967	D	\$0.4024	4,558,275	I	By IPCT Holdings LLC <sup>(1)</sup>
Common Stock	04/14/2020		s		44,006	D	\$0.4	4,514,269	I	By IPCT Holdings LLC <sup>(1)</sup>
Common Stock	04/15/2020		s		82,782	D	\$0.3841	4,431,487	I	By IPCT Holdings LLC <sup>(1)</sup>
Common Stock	04/16/2020		s		600	D	\$0.3826	4,430,887	I	By IPCT Holdings LLC <sup>(1)</sup>
Common Stock	04/17/2020		s		65,540	D	\$0.3902	4,365,347	I	By IPCT Holdings LLC <sup>(1)</sup>
Common Stock	04/20/2020		s		12,606	D	\$0.4006	4,352,741	I	By IPCT Holdings LLC <sup>(1)</sup>
Common Stock	04/27/2020		s		242,579	D	\$0.4032	4,110,162	I	By IPCT Holdings LLC <sup>(1)</sup>
Common Stock	04/28/2020		s		15,048	D	\$0.4099	4,095,114	I	By IPCT Holdings LLC <sup>(1)</sup>
Common Stock	04/29/2020		s		382,927	D	\$0.4061	3,712,187	I	By IPCT Holdings LLC <sup>(1)</sup>

**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	04/30/2020		S		75,994	D	\$0.4021	3,636,193	I	By IPCT Holdings LLC <sup>(1)</sup>
Common Stock	05/01/2020		S		800	D	\$0.41	3,635,393	I	By IPCT Holdings LLC <sup>(1)</sup>
Common Stock	05/04/2020		S		4,795	D	\$0.4006	3,630,598	I	By IPCT Holdings LLC <sup>(1)</sup>
Common Stock	05/05/2020		S		135,484	D	\$0.4018	3,495,114	I	By IPCT Holdings LLC <sup>(1)</sup>
Common Stock	05/06/2020		S		1,800	D	\$0.4009	3,493,314	I	By IPCT Holdings LLC <sup>(1)</sup>
Common Stock	05/07/2020		S		100,000	D	\$0.4143	3,393,314	I	By IPCT Holdings LLC <sup>(1)</sup>
Common Stock	05/08/2020		S		100,000	D	\$0.4639	3,293,314	I	By IPCT Holdings LLC <sup>(1)</sup>
Common Stock	05/11/2020		S		22,281	D	\$0.4639	3,271,033	I	By IPCT Holdings LLC <sup>(1)</sup>
Common Stock	05/11/2020		S		77,719	D	\$0.4524	3,193,314	I	By IPCT Holdings LLC <sup>(1)</sup>
Common Stock	05/12/2020		S		98,200	D	\$0.4638	3,095,114	I	By IPCT Holdings LLC <sup>(1)</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					

**Explanation of Responses:**

1. Shares held by IPCT Holdings LLC ("IPCT"). IPCT is fully owned by South Dakota Trust Company, LLC, solely in its capacity as trustee of the Dario Campana Revocable Trust. The Reporting Person is the ultimate beneficial owner of the Dario Campana Revocable Trust, and disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

**Remarks:**

/s/ Amoli Pandya, as  
Attorney-in-Fact  
 \*\* Signature of Reporting Person      10/08/2020  
 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.

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