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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under § 240.14a-12

Cogent Biosciences, Inc.
(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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Your **Vote** Counts!

COGENT BIOSCIENCES, INC.

2024 Annual Meeting

Vote by June 4, 2024

11:59 PM ET

COGENT BIOSCIENCES, INC.
275 WYMAN ST., 3RD FLOOR
WALTHAM, MA 02451



V41611-P08464

You invested in COGENT BIOSCIENCES, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 5, 2024.**

Get informed before you vote

View the Proxy Statement, Notice and Annual Report for the year ended December 31, 2023 online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 22, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

June 5, 2024
9:00 AM, ET

Virtually at:

www.virtualshareholdermeeting.com/COGT2024

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials at www.proxyvote.com or easily request a paper copy. We encourage you to access and review all of the important information contained in the proxy materials before voting. Please follow the instructions on the reverse side to vote on these important matters.

Voting Items		Board Recommends
1.	Election of the two Class III director nominees to serve until the 2027 Annual Meeting of Stockholders and until their successors are duly elected and qualified Nominees: 01) Andrew Robbins 02) Peter Harwin	<input checked="" type="checkbox"/> For
2.	Ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2024.	<input checked="" type="checkbox"/> For
3.	Approval, on a non-binding, advisory basis, of the compensation of the Company's named executive officers.	<input checked="" type="checkbox"/> For
4.	Advisory vote to determine the frequency of future advisory votes on the compensation of the Company's named executive officers.	<input type="checkbox"/> 1 Year
5.	Approval of an amendment to the Company's Certificate of Incorporation to increase the number of authorized shares of the Company's common stock from 150,000,000 to 300,000,000.	<input checked="" type="checkbox"/> For
NOTE: Such other business as may properly come before the meeting or any adjournment or postponement thereof.		