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

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**SCHEDULE 14A**

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

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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 the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

(4) Date Filed:

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# Your **Vote** Counts!

COGENT BIOSCIENCES, INC.

2021 Annual Meeting  
Vote by June 15, 2021  
11:59 PM ET

COGENT BIOSCIENCES, INC.  
200 CAMBRIDGE PARK DRIVE, SUITE 2500  
CAMBRIDGE, MASSACHUSETTS 02140



D53566-P56446

## 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 material for the stockholder meeting to be held on June 16, 2021.**

### Get informed before you vote

View the Proxy Statement and Annual Report for the year ended December 31, 2020 online OR you can receive a free paper or email copy of the material(s) by requesting prior to June 2, 2021. 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](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxymote.com](mailto:sendmaterial@proxymote.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](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and  
vote without entering a  
control number



#### Vote Virtually at the Meeting\*

June 16, 2021  
9:00 AM, ET

Virtually at:

[www.virtualshareholdermeeting.com/COGT2021](http://www.virtualshareholdermeeting.com/COGT2021)

\*The company will be hosting the meeting live via the internet this year at the website address above. Please check the proxy materials for instructions on how to access the meeting.

## 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](http://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 these important matters.

| Voting Items   | Board<br>Recommendations |
|--|--------------------------|
| 1. Election of Class III Directors for terms expiring in 2024<br><b>Nominees:</b><br>01) Andrew Robbins<br>02) Peter Harwin  | ✔ For                    |
| 2. An amendment and restatement of the 2018 Stock Option and Incentive Plan to increase the number of shares reserved for issuance.                                  | ✔ For                    |
| 3. Ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2021. | ✔ For                    |
| <b>NOTE:</b> Such other business as may properly come before the meeting or any adjournment or postponement thereof.   |                          |

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Sign up for E-delivery".