
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 8)*

Cogent Biosciences, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

19240Q201

(CUSIP Number)

Ms. Erin O'Connor
Fairmount Funds Management LLC, 200 Barr Harbor Drive, Suite 400
West Conshohocken, PA, 19428
(267) 262-5300

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

11/13/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 19240Q201

Name of reporting person

1

Fairmount Funds Management LLC

2

Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only
Source of funds (See Instructions)

4 AF
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 DELAWARE

Sole Voting Power

7

0.00

Number of Shares Beneficially Owned by Each Reporting Person

Shared Voting Power

8

15,877,418.00

Sole Dispositive Power

9

0.00

With: Shared Dispositive Power

10

15,877,418.00

Aggregate amount beneficially owned by each reporting person

11 15,877,418.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12
Percent of class represented by amount in Row (11)

13 9.9 %

Type of Reporting Person (See Instructions)

14 IA

Comment for Type of Reporting Person: The securities include (a) 9,003,418 shares of common stock, \$0.001 par value ("Common Stock"), and (b) 6,874,000 shares of Common Stock issuable upon conversion of approximately 27,496 shares of Series A Convertible Preferred Stock, par value \$0.001 per share (the "Series A Preferred Stock") directly held by Fairmount Healthcare Fund II L.P. ("Fund II"). The securities exclude shares of Common Stock issuable upon conversion of shares of Series A Preferred Stock held directly by Fund II in excess of the beneficial ownership limitation of 9.9%. Row 13 is based on 160,379,562 shares of Common Stock outstanding as of November 13, 2025, consisting of (i) 143,376,529 shares of Common Stock outstanding as of November 5, 2025, as reported in the Company's most recent Quarterly Report on Form 10-Q, (ii) 11,129,033 shares of Common Stock sold in the offering, as reported in the Company's Current Report on Form 8-K filed on November 13, 2025, and (iii) 6,874,000 shares of Common Stock underlying the 27,496 shares of Series A Preferred Stock owned by Fund II, subject to the beneficial ownership limitation.

SCHEDULE 13D

CUSIP No. 19240Q201

Name of reporting person

1 Fairmount Healthcare Fund II GP LLC

Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only

4 Source of funds (See Instructions)

AF

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

DELAWARE

Sole Voting Power

7

Number of Shares Beneficially Owned by Each Reporting Person With:

8 0.00

9 Shared Voting Power

10 15,877,418.00

Sole Dispositive Power

11 0.00

12 Shared Dispositive Power

13 15,877,418.00

14 Aggregate amount beneficially owned by each reporting person

15,877,418.00

16 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

17 Percent of class represented by amount in Row (11)

18 9.9 %

19 Type of Reporting Person (See Instructions)

20 OO

Comment for Type Reporting Person: The securities include (a) 9,003,418 shares of common stock, \$0.001 par value ("Common Stock"), and (b) 6,874,000 shares of Common Stock issuable upon conversion of approximately 27,496 shares of Series A Convertible Preferred Stock, par value \$0.001 per share (the "Series A Preferred Stock") directly held by Fairmount Healthcare Fund II L.P. ("Fund II"). The securities exclude shares of Common Stock issuable upon conversion of shares of Series A Preferred Stock held directly by Fund II in excess of the beneficial ownership limitation of 9.9%. Row 13 is based on 160,379,562 shares of Common Stock outstanding as of November 13, 2025, consisting of (i) 143,376,529 shares of Common Stock outstanding as of November 5, 2025, as reported in the Company's most recent Quarterly Report on Form 10-Q, (ii) 11,129,033 shares of Common Stock sold in the offering, as reported in the Company's Current Report on Form 8-K filed on November 13, 2025, and (iii) 6,874,000 shares of Common Stock underlying the 27,496 shares of Series A Preferred Stock owned by Fund II, subject to the beneficial ownership limitation.

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a) Common Stock, \$0.001 par value

Name of Issuer:

(b) Cogent Biosciences, Inc.

Address of Issuer's Principal Executive Offices:

(c) 275 Wyman Street, 3rd Floor, Waltham, MASSACHUSETTS , 02451.

Item 1 Comment: This Amendment No. 8 amends and supplements the statement on Schedule 13D originally filed with the Securities and Exchange Commission on July 6, 2020, Amendment No. 1 filed on June 21, 2022, Amendment No. 2 filed on June 13, 2023, Amendment No. 3 filed on February 16, 2024, Amendment No. 4 filed on March 27, 2024, Amendment No. 5 filed on April 1, 2024, Amendment No. 6 filed on June 13, 2024, and Amendment No. 7 filed on July 14, 2025 (as amended, the "Statement" or the "Schedule 13D") by the Reporting Persons with respect to the

Common Stock of Cogent Biosciences, Inc. (the "Company"). Unless otherwise defined herein, capitalized terms used in this Amendment No. 8 shall have the meanings ascribed to them in the Statement. Unless amended or supplemented below, the information in the Statement remains unchanged.

- Item 5. Interest in Securities of the Issuer
- (a) The information in rows 11 and 13 of each of the cover pages (including the explanatory note in the "Comments") of this Amendment No. 8 is incorporated by reference herein.
- (b) The information in rows 7 through 10 of each of the cover pages of this Amendment No. 8 is incorporated by reference herein.
- Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer
- Lock-Up Agreement In connection with the Company's underwritten public offering of common stock that closed on November 13, 2025 and the Company's underwritten public offering of convertible senior notes that is expected to close on November 18, 2025, Fairmount Funds Management entered into a customary lock-up letter agreement (the "Lock-Up Agreement") with J.P. Morgan Securities LLC, Jefferies LLC, Leerink Partners LLC and Guggenheim Securities, LLC as representatives (the "Representatives") of the several underwriters to an underwriting agreement with the Company. Pursuant to the Lock-Up Agreement, Fairmount Funds Management agreed to refrain from selling shares of the Company's securities without the consent of the Representatives, and other customary lock-up conditions, for a period of 45 days after the date of the Company's final prospectus supplement related to the offerings. The Reporting Persons did not purchase any securities of the Company or otherwise participate in the offerings. The foregoing description of the Lock-Up Agreement does not purport to be complete and is qualified in its entirety by reference to the form of the Lock-Up Agreement, which is filed as Exhibit 99.2 to this Schedule 13D and incorporated herein by reference.
- Item 7. Material to be Filed as Exhibits.
- 99.1 Joint Filing Agreement 99.2 Lock-Up Agreement (incorporated by reference to Exhibit A to the Underwriting Agreement filed as Exhibit 1.1 of the Company's Form 8-K filed with the SEC on November 13, 2025).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Fairmount Funds Management LLC

Signature: /s/ Peter Harwin

Name/Title: Peter Harwin, Managing Member

Date: 11/17/2025

Signature: /s/ Tomas Kiselak

Name/Title: Tomas Kiselak, Managing Member

Date: 11/17/2025

Fairmount Healthcare Fund II GP LLC

Signature: /s/ Peter Harwin

Name/Title: Peter Harwin, Managing Member

Date: 11/17/2025

Signature: /s/ Tomas Kiselak

Name/Title: Tomas Kiselak, Managing Member

Date: 11/17/2025

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a Statement on Schedule 13D (including any and all amendments thereto) with respect to the Common Stock, \$0.001 par value per share, of Cogent Biosciences, Inc. and further agree that this Joint Filing Agreement shall be included as an exhibit to such joint filing.

The undersigned further agree that each party hereto is responsible for the timely filing of such Statement on Schedule 13D and any amendments thereto, and for the accuracy and completeness of the information concerning such party contained therein; provided, however, that no party is responsible for the accuracy or completeness of the information concerning any other party, unless such party knows or has reason to believe that such information is inaccurate.

This Joint Filing Agreement may be signed in counterparts with the same effect as if the signature on each counterpart were upon the same instrument.

Date: November 17, 2025

FAIRMOUNT FUNDS MANAGEMENT LLC

By: /s/ Peter Harwin	/s/ Tomas Kiselak
_____ Peter Harwin Managing Member	_____ Tomas Kiselak Managing Member

FAIRMOUNT HEALTHCARE FUND II GP LLC

By: /s/ Peter Harwin	/s/ Tomas Kiselak
_____ Peter Harwin Managing Member	_____ Tomas Kiselak Managing Member
