
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

COGENT BIOSCIENCES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

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

200 Cambridge Park Drive, Suite 2500
Cambridge, Massachusetts 02140
(Address of Principal Executive Offices, Zip Code)

Amended and Restated Cogent Biosciences, Inc. 2018 Stock Option and Incentive Plan
Cogent Biosciences, Inc. 2018 Employee Stock Purchase Plan
(Full title of the plans)

Andrew Robbins
President and Chief Executive Officer
200 Cambridge Park Drive, Suite 2500
Cambridge, Massachusetts 02140
(Name and address of agent for service)

(617) 945-5576
(Telephone number, including area code, of agent for service)

Copies to:

Sean C. Feller
Gibson, Dunn & Crutcher LLP
2029 Century Park East, Suite 4000
Los Angeles, CA 90067
(310) 552-8500

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input checked="" type="checkbox"/>		

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 7(a)(2)(B) of the Securities Act.

INTRODUCTION

This Registration Statement on Form S-8 is filed by Cogent Biosciences, Inc. (the “Registrant”) relating to an additional (i) 1,752,237 shares of its common stock, par value \$0.001 per share (the “Common Stock”), available for issuance pursuant to the Amended and Restated Cogent Biosciences, Inc. 2018 Stock Option and Incentive Plan (the “2018 Plan”) and (ii) 125,000 shares of Common Stock available for issuance pursuant to the Cogent Biosciences, Inc. 2018 Employee Stock Purchase Plan (the “ESPP”). The information contained in the Registrant’s registration statements on Form S-8 filed on [August 17, 2021](#) (Registration No. 333-258865), [March 16, 2021](#) (Registration No. 333-254320), [March 26, 2020](#) (Registration No. 333-237406), [March 28, 2019](#) (Registration No. 333-230559) and [April 4, 2018](#) (Registration No. 333-224137), together with all exhibits filed therewith or incorporated therein by reference, is hereby incorporated by reference pursuant to General Instruction E to Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
4.1	Third Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant’s Registration Statement on Form S-1 filed March 19, 2018).
4.2	Certificate of Amendment to the Third Amended and Restated Certificate of Incorporation of Registrant (incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on October 5, 2020).
4.3	Certificate of Amendment to the Third Amended and Restated Certificate of Incorporation of Registrant (incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on November 9, 2020).
4.4	Second Amended and Restated By-Laws of Registrant (incorporated by reference to Exhibit 3.2 to the Registrant’s Current Report on Form 8-K filed on October 5, 2020).
5.1	Opinion of Gibson, Dunn & Crutcher LLP (filed herewith).
23.1	Consent of PricewaterhouseCoopers LLP (filed herewith).
23.2	Consent of Gibson, Dunn & Crutcher LLP (incorporated by reference from Exhibit 5.1).
24.1	Power of Attorney (included on the signature pages hereof).

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- 99.1 [Amended and Restated Cogent Biosciences, Inc. 2018 Stock Option and Incentive Plan \(incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K filed on June 17, 2021\).](#)
- 99.2 [Cogent Biosciences, Inc. 2018 Employee Stock Purchase Plan \(incorporated herein by reference to Exhibit 10.5 to the Registrant's Form 10-K filed on March 16, 2021\).](#)
- 107 [Filing Fee Table \(filed herewith\).](#)
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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, State of Massachusetts, on March 17, 2022.

COGENT BIOSCIENCES, INC.

By: /s/ Andrew Robbins

Name: Andrew Robbins

Title: President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Andrew Robbins and John Green, and each of them severally, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her in his or her name, place and stead, in any and all capacities, in connection with the Registration Statement, including to sign and file in the name and on behalf of the undersigned as director or officer of the Company (1) any and all amendments or supplements (including any and all stickers and post-effective amendments) to the Registration Statement, with all exhibits thereto, and other documents in connection therewith, and (2) any and all additional registration statements, and any and all amendments thereto, relating to the same offering of securities as those that are covered by the Registration Statement that are filed pursuant to Rule 462(b) promulgated under the Securities Act with the Commission and any applicable securities exchange or securities self-regulatory body, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, the following persons have signed this Registration Statement in the capacities and on the date(s) indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Andrew Robbins</u> Andrew Robbins	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 17, 2022
<u>/s/ John Green</u> John Green	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	March 17, 2022
<u>/s/ Chris Cain</u> Chris Cain	Director	March 17, 2022
<u>/s/ Karen Ferrante</u> Karen Ferrante, M.D.	Director	March 17, 2022
<u>/s/ Peter Harwin</u> Peter Harwin	Director	March 17, 2022
<u>/s/ Arlene Morris</u> Arlene Morris	Director	March 17, 2022
<u>/s/ Matthew E. Ros</u> Matthew E. Ros	Director	March 17, 2022
<u>/s/ Todd Shegog</u> Todd Shegog	Director	March 17, 2022

March 17, 2022

Cogent Biosciences Inc.
200 Cambridge Park Drive, Suite 2500
Boston, Massachusetts 02140

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") of Cogent Biosciences, Inc., a Delaware corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to 1,877,237 shares of the Company's Common Stock, par value \$0.001 per share (the "Shares"). The Shares are to be issued under the Amended and Restated Cogent Biosciences, Inc. 2018 Stock Option and Incentive Plan and the Cogent Biosciences, Inc. 2018 Employee Stock Purchase Plan (collectively, the "Plans").

In arriving at the opinions 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 such 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 also assumed that there are no agreements or understandings between or among the Company and any participants in the Plans that would expand, modify or otherwise affect the terms of the Plans or the respective rights or obligations of the participants thereunder. 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 and sold against payment therefor as set forth in the Plans, will be validly issued, fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement. 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

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Cogent Biosciences, Inc. of our report dated March 15, 2022 relating to the financial statements, which appears in Cogent Biosciences, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ PricewaterhouseCoopers LLP
Boston, Massachusetts
March 17, 2022

CALCULATION OF FILING FEE TABLE

Form S-8

Cogent Biosciences, Inc.

Table 1 – Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.001 per share	457(c); 457(h)					
	To be issued pursuant to the Amended and Restated Cogent Biosciences, Inc. 2018 Stock Option and Incentive Plan (the "2018 Plan")	457(c); 457(h)	1,752,237(2)	\$5.41(3)	\$9,479,602.17(3)	\$92.70 per \$1,000,000	\$878.76
	To be issued pursuant to the Cogent Biosciences, Inc. 2018 Employee Stock Purchase Plan (the "ESPP")	457(c); 457(h)	125,000(2)	\$4.60(4)	\$575,000(4)	\$92.70 per \$1,000,000	\$53.30
Total Offering Amounts			1,877,237		\$10,054,602.20		\$932.06
Total Fee Offsets							\$0
Net Fee Due							\$932.06

- (1) In addition to the number of shares of the common stock, par value \$0.001 per share (the "Common Stock") of the Registrant stated above, pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers any additional shares of Common Stock that become issuable by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of Common Stock.
- (2) Represents automatic increases to the number of shares available for issuance under the 2018 Plan and ESPP in accordance with the automatic annual increase provisions therein, effective as of January 1, 2022. Shares available for issuance under the 2018 Plan and ESPP were previously registered on registration statements on Form S-8 filed with the Securities and Exchange Commission on August 17, 2021 (Registration No. 333-258865), March 16, 2021 (Registration No. 333-254320), (March 26, 2020 (Registration No. 333-237406), March 28, 2019 (Registration No. 333-230559) and April 4, 2018 (Registration No. 333-224137).
- (3) The price of \$5.41 per share, which is the average of the high and low sale prices of the Common Stock of the Registrant as quoted on the Nasdaq Global Select Market on March 15, 2022, is set forth solely for purposes of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act and has been used as these shares are without a fixed price.
- (4) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 of the Securities Act, and based on 85% of \$5.41, which is the average of the high and low sale prices of the Common Stock of the Registrant as quoted on the Nasdaq Global Select Market on March 15, 2022. Pursuant to the ESPP, the purchase price of the shares of Common Stock reserved for issuance thereunder will be 85% of the fair market value of a share of Common Stock on the first trading day of the offering period or on the exercise date, whichever is less.