Form **8937**
(December 2017)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

▶ **See separate instructions.**

OMB No. 1545-0123

Part I Reporting Issuer

1 Issuer's name **Cogent Biosciences, Inc.**	**2 Issuer's employer identification number (EIN)** **46-5308248**

3 Name of contact for additional information **John Green**	**4** Telephone No. of contact **617-945-5576**	**5** Email address of contact **info@cogentbio.com**

6 Number and street (or P.O. box if mail is not delivered to street address) of contact **200 CambridgePark Drive, Suite 3100**	**7** City, town, or post office, state, and ZIP code of contact **Cambridge, MA 02140**

8 Date of action **July 6, 2020**	**9** Classification and description **Cogent Biosciences, Inc. distribution of contingent value rights**

10 CUSIP number **19240Q102**	**11** Serial number(s)	**12** Ticker symbol **COGT**	**13** Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **See attachment.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **See attachment.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **See attachment.**

Part II **Organizational Action** *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See attachment.

18 Can any resulting loss be recognized? ▶ See attachment.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attachment.

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ Date ▶

Print your name ▶ John Green Title ▶ CFO

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Richard F. Walsh	Richard F. Walsh	11/23/2020		P01348700
Firm's name ▶ PricewaterhouseCoopers LLP			Firm's EIN ▶	13-4008324
Firm's address ▶ 101 Seaport Blvd., Suite 500, Boston, MA 02210			Phone no.	617-530-5000

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

Cogent Biosciences, Inc.
EIN: 46-5308248

ATTACHMENT TO FORM 8937 – PART II
REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES

CONSULT YOUR TAX ADVISOR

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the "Code"). This attachment includes a general summary regarding certain U.S. federal income tax laws and regulations relating to the effects of the CVR Distribution (as defined below) on the tax basis that Cogent Biosciences, Inc. ("Cogent") shareholders receive in the CVRs and the impact of the CVR Distribution on the tax basis in outstanding Cogent common shares. The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of shareholders. Cogent does not provide tax advice to its shareholders. The example provided below is illustrative and is being provided pursuant to Section 6045B of the Code and as a convenience to shareholders and their tax advisers when establishing their specific tax position. You are urged to consult your own tax advisors regarding the particular consequences of the CVR Distribution to you, including the applicability and effect of all U.S. federal, state, and local tax laws and foreign tax laws. We urge you to read the Schedule 14A, dated and filed with the Securities and Exchange Commission on October 9, 2020, noting especially the discussion therein under the heading "Material U.S. Federal Income Tax Considerations of the Merger, the Issuance of the CVRs and the Reverse Stock Split." You may access the Information Statement at www.sec.gov.

Line 14. Describe the organizational action and, if applicable, the date of the action or the date against which the shareholders' ownership is measured from the action.

On July 6, 2020, Cogent issued contingent value rights ("CVRs") with a fair market value of $2.20 per CVR to each holder of shares of Cogent common stock as of July 6, 2020, the date of the acquisition of Kiq Bio, LLC (the "CVR Distribution"). Pursuant to the Contingent Value Rights Agreement dated August 6, 2020 (the "CVR Agreement"), each holder of Cogent common shares as of July 6, 2020, was entitled to receive in the CVR Distribution one CVR for each share of common stock held. Each CVR entitles the holder thereof to receive certain common stock and/or cash payments from the net proceeds, if any, related to the disposition of Cogent's legacy cell therapy assets.

Line 15. Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.

There is uncertainty as to the U.S. federal income tax treatment of the CVR Distribution pursuant to the CVR Agreement. Specifically, there is no authority directly addressing whether the issuance of contingent value rights with characteristics similar to the CVRs should be treated as a distribution of property with respect to the corporation's stock (where the property is a right by the shareholders to receive payments of Cogent stock and cash, and an obligation by Cogent), a distribution of equity, a "debt instrument" or an "open transaction" for U.S. federal income tax purposes. The CVRs have certain characteristics similar to a distribution of property, a distribution of equity, a "debt instrument" and an open transaction, and there is no legal authority directly addressing what characteristics are determinative of how contingent value rights with characteristics similar to the CVRs should be taxed. U.S. holders should consult their tax advisors with respect to the proper characterization of the receipt of the CVRs and any future payments thereunder.

Cogent expects to treat the issuance of the CVRs in the CVR Distribution as the distribution of property to the shareholders that is an obligation of Cogent to make future payments. To the extent the issuance of the CVRs is treated as a distribution of property for U.S. federal income tax purposes, each U.S. holder would be treated as receiving a distribution in an amount equal to the fair market value of the CVRs issued to such U.S. holder on the date of the issuance. This distribution generally should be treated first as a taxable dividend to the extent of the U.S. holder's pro rata share of Cogent's current or accumulated earnings and profits (as determined for U.S. federal income tax purposes), then as a non-taxable return of capital to the extent of the U.S. holder's basis in its common stock, and finally as capital gain from the sale or exchange of common stock with respect to any remaining value.

While full year earnings and profits results won't be known until after December 31, 2020, Cogent is expected to have a 2020 current year earnings and profits deficit and a deficit in accumulated earnings and profits at the time of the CVR Distribution. As such, to the extent the issuance of the CVRs is treated as a distribution of property for U.S. federal income tax purposes, 100% of the CVR Distribution is expected to be treated as a distribution other than a dividend pursuant to Section 301(c)(1) of the Code (i.e., a return of capital pursuant to Section 301(c)(2) or capital gain pursuant to Section 301(c)(3) of the Code).

In addition, to the extent the issuance of the CVRs is treated as a distribution of property for U.S. federal income tax purposes, a U.S. holder's initial tax basis in the CVRs received would equal the fair market value of such CVRs on the date of their issuance. As described above, Cogent has determined that the fair market value of each CVR is $2.20 as of July 6, 2020, the date of the CVR Distribution. The holding period of such CVRs would begin on the day after the date of issuance. Any future cash payments or common stock payments received by a U.S. holder on a CVR could be treated as a non-taxable return of such U.S. holder's adjusted tax basis in the CVR to the extent thereof, and payments in excess of such amount as ordinary income.

The CVRs should generally be treated as capital assets for U.S. federal income tax purposes once issued.

Line 16. Describe the calculation of the change in basis and the data that supports the calculation, such as the market value of securities and the valuation date.

Cogent has determined that the fair market value of each CVR is $2.20 as of July 6, 2020, the date of the CVR Distribution.

Line 17. List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.

Section 301(b), (c), and (d), and Section 317(a).

Line 18. Can any resulting loss be recognized?

Not applicable. No Cogent shareholder should realize a loss as a result of the CVR Distribution.

Line 19. Provide any other information necessary to implement the adjustment, such as the reportable tax year.

The CVR Distribution was effective on July 6, 2020, with the CVRs distributed to each holder of Cogent common shares as of July 6, 2020. For a Cogent shareholder whose taxable year is the calendar year, the reportable tax year is 2020.