

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Costa Carlos</u> (Last) (First) (Middle) <u>500 TECHNOLOGY SQUARE</u> <u>STE #700</u> (Street) <u>CAMBRIDGE MA 02139</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>08/01/2022</u>	3. Issuer Name and Ticker or Trading Symbol <u>Foghorn Therapeutics Inc. [FHTX]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief People Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>08/03/2022</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
---------------------------------	---	--	---

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options (Right to buy)	(1)	01/25/2032	Common Stock	75,000 ⁽²⁾	14.87	D	
Stock Options (Right to buy)	(3)	01/27/2031	Common Stock	50,000	16.63	D	
Stock Options (Right to buy)	(4)	08/18/2030	Common Stock	59,459	8.77	D	
Stock Options (Right to buy)	(5)	02/13/2029	Common Stock	9,459 ⁽²⁾	3.72	D	
Stock Options (Right to buy) ⁽⁶⁾	(7)	02/13/2029	Common Stock	89,189	3.72	D	
Stock Options (Right to buy)	(8)	(8)	Common Stock	0.00 ⁽⁸⁾	0.73	D	

Explanation of Responses:

- The option vests as to 25% of the underlying shares of common stock on January 26, 2023, and thereafter at a rate of 6.25% of the underlying shares on the first day of each calendar quarter until the option is fully vested.
- This Form 3/A is being filed to correct the number of stock options that were reported as being beneficially owned in the Form 3 filed on August 3, 2022 (the "Original Form 3").
- The option vests as to 25% of the underlying shares of common stock on January 28, 2022, and thereafter at a rate of 6.25% of the underlying shares on the first day of each calendar quarter until the option is fully vested.
- The option vests as to 25% of the underlying shares of common stock on August 17, 2021, and thereafter at a rate of 6.25% of the underlying shares on the first day of each calendar quarter until the option is fully vested.
- The option vests as to 25% of the underlying shares of common stock on January 30, 2020, and thereafter at a rate of 6.25% of the underlying shares on the first day of each calendar quarter until the option is fully vested.
- This Form 3/A is being filed to include these stock options that are held by the reporting person and which were inadvertently omitted from the Original Form 3.
- The option vests as to 25% of the underlying shares of common stock on August 29, 2019, and thereafter at a rate of 6.25% of the underlying shares on the first day of each calendar quarter until the option is fully vested.
- Due to an administrative error, the Original Form 3 incorrectly reported beneficial ownership of 5,575 stock options with an expiration date of March 27, 2028.

Remarks:

Due to an administrative error, the vesting schedule of each of the awards set forth in Table II was incorrectly described in the Original Form 3. This Form 3/A includes the corrected vesting schedule for each such award. This Form 3/A is also being filed to include the Reporting Person's Power of Attorney as Exhibit 24.

/s/ Allan Reine, M.D.,
Attorney-in-Fact

09/09/2022

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Allan Reine, Michael LaCascia and Tara Maduri, and each of them individually, with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended, or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as officer and/or director of Foghorn Therapeutics Inc. (the "Company"), Forms 3, 4, 5 and any Schedules 13D or 13G in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4, or 5 or Schedule 13D or 13G, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of each such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by each such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as each such attorney-in-fact may approve in each such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that each such attorney-in-fact, or each such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that each foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, 5, and any Schedules 13D or 13G with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each foregoing attorney-in-fact.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 1st day of August, 2022.

/s/ Carlos Costa
Name: Carlos Costa

