SEC Form 3

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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* Mendelsohn Michael (Last)　(First)　(Middle) 500 TECHNOLOGY SQUARE, STE 700 (Street) CAMBRIDGE　MA　02139 (City)　(State)　(Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/22/2020	3. Issuer Name **and** Ticker or Trading Symbol Foghorn Therapeutics Inc. [FHTX]

4. Relationship of Reporting Person(s) to Issuer (Check all applicable)	5. If Amendment, Date of Original Filed (Month/Day/Year)
X　Director　　10% Owner 　　Officer (give title below)　　Other (specify below)	6. Individual or Joint/Group Filing (Check Applicable Line) X　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 Option (Right to Buy)	(1)	04/04/2027	Common Stock	94,594	0.54	D	

Explanation of Responses:

1. The option was immediately exercisable in full on August 5, 2017, the date of grant.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

By: /s/ Allan Reine, M.D., Attorney-in-Fact	10/22/2020
** 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 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 24th day of September, 2020.

                             /s/ Michael Mendelsohn

                             Name: Michael Mendelsohn