

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Flagship Ventures Fund V General Partner LLC</u>  (Last) (First) (Middle) 55 CAMBRIDGE PARKWAY, SUITE 800E  (Street) CAMBRIDGE MA 02142  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Foghorn Therapeutics Inc. [ FHTX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/27/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/27/2020		C		4,054,054	A	(1)	4,054,054	I	See Footnote <sup>(2)</sup>
Common Stock	10/27/2020		C		4,504,504	A	(1)	8,558,558	I	See Footnote <sup>(2)</sup>
Common Stock	10/27/2020		C		722,320	A	(1)	9,280,878	I	See Footnote <sup>(2)</sup>
Common Stock	10/27/2020		P		50,000	A	\$16	9,330,878	I	See Footnote <sup>(2)</sup>
Common Stock	10/27/2020		C		1,441,441	A	(1)	1,441,441	I	See Footnote <sup>(3)</sup>
Common Stock	10/27/2020		P		50,000	A	\$16	1,491,441	I	See Footnote <sup>(3)</sup>
Common Stock	10/27/2020		C		1,801,801	A	(1)	1,801,801	I	See Footnote <sup>(4)</sup>
Common Stock	10/27/2020		P		50,000	A	\$16	1,851,801	I	See Footnote <sup>(4)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A-1 Convertible Preferred Stock	(1)	10/27/2020		C		7,500,000		(1)	(1)	Common Stock	4,054,054	(1)	0	I	See Footnote <sup>(2)</sup>
Series A-2 Convertible Preferred Stock	(1)	10/27/2020		C		8,333,333		(1)	(1)	Common Stock	4,504,504	(1)	0	I	See Footnote <sup>(2)</sup>
Series B Convertible Preferred Stock	(1)	10/27/2020		C		1,336,293		(1)	(1)	Common Stock	722,320	(1)	0	I	See Footnote <sup>(2)</sup>
Series B Convertible Preferred Stock	(1)	10/27/2020		C		2,666,666		(1)	(1)	Common Stock	1,441,441	(1)	0	I	See Footnote <sup>(3)</sup>
Series B Convertible Preferred Stock	(1)	10/27/2020		C		3,333,333		(1)	(1)	Common Stock	1,801,801	(1)	0	I	See Footnote <sup>(4)</sup>

1. Name and Address of Reporting Person\*  
Flagship Ventures Fund V General Partner LLC  
 (Last) (First) (Middle)  
 55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)  
CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Flagship Ventures Opportunities Fund I General Partner LLC](#)

(Last) (First) (Middle)  
55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)  
CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Flagship Pioneering Special Opportunities Fund II General Partner LLC](#)

(Last) (First) (Middle)  
55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)  
CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Flagship Ventures Fund V, L.P.](#)

(Last) (First) (Middle)  
55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)  
CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Flagship Ventures Opportunities Fund I, L.P.](#)

(Last) (First) (Middle)  
55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)  
CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Flagship Pioneering Special Opportunities Fund II, L.P.](#)

(Last) (First) (Middle)  
55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)  
CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Flagship Pioneering Inc.](#)

(Last) (First) (Middle)  
55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)  
CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

AFEYAN NOUBAR

(Last) (First) (Middle)

55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)

CAMBRIDGE MA

(City) (State) (Zip)

**Explanation of Responses:**

1. The Series A-1 Convertible Preferred Stock, Series A-2 Convertible Preferred Stock, and Series B Convertible Preferred Stock (collectively, the "Preferred Stock") is convertible into the number of shares of the Registrant's common stock shown in Table II, column 7 and has no expiration date. The Preferred Stock automatically converted into common stock upon the closing of the Registrant's initial public offering, which occurred on October 27, 2020.

2. Shares held by Flagship Ventures Fund V, L.P. ("Flagship Fund V"). Flagship Ventures Fund V General Partner LLC ("Fund V GP") is the general partner of Flagship Fund V. Noubar B. Afeyan Ph.D. serves as the sole manager of Fund V GP. Each of Fund V GP and Noubar B. Afeyan Ph.D. disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.

3. Shares held by Flagship Ventures Opportunities Fund I, L.P. ("Flagship Opportunities Fund I"). Flagship Ventures Opportunities Fund I General Partner LLC ("Opportunities Fund I GP") is the general partner of Flagship Opportunities Fund I. Noubar B. Afeyan Ph.D. serves as the sole manager of Opportunities Fund I GP. Each of Opportunities Fund I GP and Noubar B. Afeyan Ph.D. disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.

4. Shares held by Flagship Pioneering Special Opportunities Fund II, L.P. ("Flagship Opportunities Fund II"). Flagship Pioneering Special Opportunities Fund II General Partner LLC ("Opportunities Fund II GP") is the general partner of Flagship Opportunities Fund II. Flagship Pioneering, Inc. ("Flagship Pioneering") is the manager of Opportunities Fund II GP. Noubar B. Afeyan, Ph.D. is sole director of Flagship Pioneering. Each of Noubar B. Afeyan Ph.D., Flagship Pioneering, and Opportunities Fund II GP disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.

**Remarks:**

Flagship Ventures Fund V  
General Partner LLC, By:  
Name: Noubar B. Afeyan Ph.D., 10/29/2020  
Title: Manager

Flagship Ventures Opportunities  
Fund I General Partner LLC, 10/29/2020  
By: Name: Noubar B. Afeyan  
Ph.D., Title: Manager

Flagship Pioneering Special  
Opportunities Fund II General  
Partner LLC, By: Flagship 10/29/2020  
Pioneering, Inc., Name: Noubar  
B. Afeyan Ph.D., Title: CEO

Flagship Ventures Fund V, L.P.,  
By: Flagship Ventures Fund V  
General Partner LLC, its general 10/29/2020  
partner, By: /s/ Noubar B.  
Afeyan Ph.D., Title: Manager

Flagship Ventures Opportunities  
Fund I, L.P., By: Flagship  
Ventures Opportunities Fund I 10/29/2020  
General Partner LLC, its general  
partner, By: /s/ Noubar B.  
Afeyan Ph.D., Title: Manager

Flagship Pioneering Special  
Opportunities Fund II, L.P., By:  
Flagship Pioneering Special  
Opportunities Fund II General  
Partner LLC, By: Flagship 10/29/2020  
Pioneering, Inc. its manager, By:  
/s/ Noubar B. Afeyan Ph.D.,  
Title: CEO, Flagship Pioneering,  
Inc.

Flagship Pioneering, Inc., By:  
Name: Noubar B. Afeyan Ph.D., 10/29/2020  
Title: CEO

/s/ Noubar B. Afeyan Ph.D. 10/29/2020

\*\* 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 4 (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.

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