

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 16, 2024

Foghorn Therapeutics Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-39634
(Commission
File Number)

47-5271393
(IRS Employer Identification No.)

500 Technology Square, Ste 700
Cambridge, MA
(Address of principal executive offices)

02139
(Zip Code)

(Registrant's telephone number, including area code): (617) 586-3100

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	FHTX	The Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 16, 2024, the Board of Directors of Foghorn Therapeutics Inc. (the “Company”) appointed Stephen J. DiPalma as Treasurer and interim Chief Financial Officer (“CFO”), effective immediately. The Company is continuing its search for a permanent CFO.

The Company previously entered into an agreement with Danforth Advisors, LLC (“Danforth”) pursuant to which Danforth provides strategic and financial consulting services to the Company. In addition to those services, the parties have agreed that Mr. DiPalma, a managing director at Danforth, will provide interim chief financial officer services to the Company. The Company will pay Danforth an agreed upon hourly rate for such services and will reimburse Danforth for expenses.

Mr. DiPalma, age 65, has served as a managing director at Danforth, a consultancy firm specializing in working with life sciences companies, since April 2014. Prior to and during his tenure at Danforth, Mr. DiPalma has served as chief financial officer to a number of public and privately held companies. Mr. DiPalma received a B.S. in finance and management information systems from the University of Massachusetts-Lowell and an M.B.A. from Babson College. Mr. DiPalma has no family relationships with any of the executive officers or directors of the Company. Other than as described herein, there are no arrangements or understandings between Mr. DiPalma and any other person pursuant to which he was appointed as an officer of the Company.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FOGHORN THERAPEUTICS INC.

By: /s/ Michael J. LaCascia

Michael J. LaCascia
Chief Legal Officer

Date: January 17, 2024