

OMB APPROVAL	
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**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* <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. Date of Event Requiring Statement (Month/Day/Year) 10/22/2020	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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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)
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**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			
Series A-1 Convertible Preferred Stock	(1)	(1)	Common Stock	4,054,054	(1)	I	See footnote <sup>(2)</sup>
Series A-2 Convertible Preferred Stock	(1)	(1)	Common Stock	4,504,504	(1)	I	See footnote <sup>(2)</sup>
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	722,320	(1)	I	See footnote <sup>(2)</sup>
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	1,441,441	(1)	I	See footnote <sup>(3)</sup>
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	1,801,801	(1)	I	See footnote <sup>(4)</sup>

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)
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1. Name and Address of Reporting Person* <u>Flagship Ventures Opportunities Fund I General Partner LLC</u>
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(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*		
<a href="#">AFEYAN NOUBAR</a>		
_____		
(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 column 3 and has no expiration date. The Preferred Stock will automatically convert into common stock upon the closing of the Registrant's initial public offering.
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: Noubar B. Afeyan Ph.D., Title: Manager](#) [10/22/2020](#)

[Flagship Ventures Opportunities Fund I General Partner LLC, By: Noubar B. Afeyan Ph.D., Title: Manager](#) [10/22/2020](#)

[Flagship Pioneering Special Opportunities Fund II General Partner LLC, By: Noubar B. Afeyan Ph.D., Title: Manager](#) [10/22/2020](#)

[Flagship Ventures Fund V, L.P., By: Flagship Ventures Fund V General Partner LLC, its general partner, By: /s/ Noubar B. Afeyan Ph.D., Title: Manager](#) [10/22/2020](#)

[Flagship Ventures Opportunities Fund I, L.P., By: Flagship Ventures Opportunities Fund I General Partner LLC, its general partner, By: /s/ Noubar B. Afeyan Ph.D., Title: Manager](#) [10/22/2020](#)

[Flagship Pioneering Special Opportunities Fund II, L.P., By: Flagship Pioneering, Inc. its manager, By: /s/ Noubar B. Afeyan Ph.D., Title: CEO, Flagship Pioneering, Inc.](#) [10/22/2020](#)

Flagship Pioneering, Inc., 10/22/2020

By: , Name: Noubar B.  
Afeyan Ph.D., Title: CEO

/s/ Noubar B. Afeyan 10/22/2020  
Ph.D.

\*\* 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.

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