
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

FOGHORN THERAPEUTICS INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

47-5271393
(I.R.S. Employer
Identification No.)

500 Technology Square, Ste 700, Cambridge, MA
(Address of Principal Executive Offices)

02139
(Zip Code)

**Foghorn Therapeutics Inc. 2020 Equity Incentive Plan
Foghorn Therapeutics Inc. 2020 Employee Stock Purchase Plan**
(Full titles of the plans)

**Adrian Gottschalk
Chief Executive Officer
Foghorn Therapeutics Inc.
500 Technology Square, Ste 700
Cambridge, MA 02139**
(Name and address of agent for service)

(617) 586-3100
(Telephone number, including area code, of agent for service)

Please send copies of all communications to:

**Marc A. Rubenstein
Rachel Phillips
Ropes & Gray LLP
Prudential Tower
800 Boylston Street
Boston, MA 02199-3600**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 registers additional shares of the Registrant's common stock, par value \$0.0001 per share (the "Common Stock"), under the Registrant's 2020 Equity Incentive Plan (the "2020 Plan") and 2020 Employee Stock Purchase Plan (the "ESPP").

The number of shares of Common Stock reserved and available for issuance under the 2020 Plan is subject to an automatic annual increase on each January 1, beginning in 2021, by an amount equal to four percent of the number of shares of Common Stock issued and outstanding on the immediately preceding December 31 or such lesser number of shares of Common Stock as determined by the Board of Directors on or prior to such date for such year. Accordingly, on January 1, 2023, the number of shares of Common Stock reserved and available for issuance under the 2020 Plan increased by 1,672,137 shares.

The number of shares of Common Stock reserved and available for issuance under the ESPP is subject to an automatic annual increase on each January 1, beginning in 2021, by an amount equal to one percent of the number of shares of Common Stock issued and outstanding on the immediately preceding December 31 or such lesser number of shares of Common Stock as determined by the Board of Directors on or prior to such date for such year. Accordingly, on January 1, 2023, the number of shares of Common Stock reserved and available for issuance under the ESPP increased by 418,034 shares.

This Registration Statement on Form S-8 registers these additional 2,090,171 shares of Common Stock. The additional shares are of the same class as other securities relating to the plans for which the Registrant's registration statement filed on Form S-8 (Registration No. 333-252119) on January 15, 2021 is effective. The information contained in the Registrant's registration statement on Form S-8 (Registration No. 333-252119) is hereby incorporated by reference pursuant to General Instruction E.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit

- [4.1](#) [Third Amended and Restated Certificate of Incorporation \(previously filed as Exhibit 3.1 to the Current Report of Form 8-K filed on October 27, 2020 \(File No. 001-39634\) and incorporated herein by reference\)](#)
- [4.2](#) [Amended and Restated Bylaws of Foghorn Therapeutics Inc., as dated March 7, 2023 \(previously filed as Exhibit 3.1 to the Current Report of Form 8-K filed on March 9, 2023 \(File No. 001-39634\) and incorporated herein by reference\)](#)
- [4.3](#) [Foghorn Therapeutics Inc. 2020 Equity Incentive Plan \(previously filed as Exhibit 10.12 to the Registration Statement on Form S-1 \(File No. 333-249264\) and incorporated herein by reference\)](#)
- [4.4](#) [Foghorn Therapeutics Inc. 2020 Employee Stock Purchase Plan \(previously filed as Exhibit 10.16 to the Registration Statement on Form S-1 \(File No. 333-249264\) and incorporated herein by reference\)](#)
- [5.1*](#) [Opinion of Ropes & Gray LLP](#)
- [23.1*](#) [Consent of Deloitte & Touche LLP](#)
- [23.2*](#) Consent of Ropes & Gray LLP (included in the opinion filed as Exhibit 5.1)
- [24.1*](#) Powers of Attorney (included on the signature page in Part II)
- [107.1*](#) [Calculation of Filing Fee Tables](#)

*Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, on this 8th day of May, 2023.

FOGHORN THERAPEUTICS INC.

By: /s/ Adrian Gottschalk
Name: Adrian Gottschalk
Title: Chief Executive
Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Adrian Gottschalk, Allan Reine and Michael LaCascia and each of them acting individually, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
<hr/> <i>/s/ Adrian Gottschalk</i> Adrian Gottschalk	President and Chief Executive Officer and Director (Principal Executive Officer)	May 8, 2023
<hr/> <i>/s/ Allan Reine</i> Allan Reine, M.D.	Chief Financial Officer (Principal Accounting and Financial Officer)	May 8, 2023
<hr/> <i>/s/ Scott Biller</i> Scott Biller, Ph.D.	Director	May 8, 2023
<hr/> <i>/s/ Simba Gill</i> Simba Gill, Ph.D.	Director	May 8, 2023
<hr/> <i>/s/ Adam Koppel</i> Adam Koppel, M.D., Ph.D.	Director	May 8, 2023
<hr/> <i>/s/ Thomas Lynch Jr.</i> Thomas J. Lynch, Jr., M.D.	Director	May 8, 2023

/s/ Michael Mendelsohn
Michael Mendelsohn, M.D.

Director

May 8, 2023

/s/ B. Lynne Parshall
B. Lynne Parshall

Director

May 8, 2023

/s/ Ian Smith
Ian Smith

Director

May 8, 2023

Calculation of Filing Fee Tables

Form S-8
(Form Type)

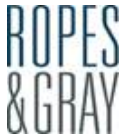
Foghorn Therapeutics Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Foghorn Therapeutics Inc. 2020 Equity Incentive Plan – Common Stock, par value \$0.0001 per share	Other – 457(c) and 457(h)	1,672,137 shares ⁽²⁾	\$5.93 ⁽³⁾	\$9,915,772.41	\$110.20	\$1,092.72
Equity	Foghorn Therapeutics Inc. 2020 Employee Stock Purchase Plan – Common Stock, par value \$0.0001 per share	Other – 457(c) and 457(h)	418,034 shares ⁽⁴⁾	\$5.93 ⁽³⁾	\$2,478,941.62	\$110.20	\$273.18
Total Offering Amounts					\$12,394,714.03		\$1,365.90
Total Fee Offsets							N/A
Net Fee Due							\$1,365.90

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement also covers such additional shares of Common Stock as may issued to prevent dilution from stock splits, stock dividends and similar transactions. In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.
- (2) Represents an increase to the number of shares available for issuance under the Registrant’s 2020 Equity Incentive Plan, effective as of January 1, 2023. Shares available for issuance under the 2020 Plan were previously registered on Form S-8 filed with the Securities and Exchange Commission on January 15, 2021 (Registration No. 333-252119) and February 14, 2022 (Registration No. 333-262713).
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) based on the average of the high and low prices of the registrant’s Common Stock as reported on the Nasdaq Global Market on May 5, 2023, to be \$6.15 and \$5.71, respectively.

(4) Represents an increase to the number of shares available for issuance under the Registrant's 2020 Employee Stock Purchase Plan, effective as of January 1, 2023. Shares available for issuance under the ESPP were previously registered on Form S-8 filed with the Securities and Exchange Commission on January 15, 2021 (Registration No. 333-252119) and and February 14, 2022 (Registration No. 333-262713).



ROPES & GRAY LLP
1211 AVENUE OF THE AMERICAS
NEW YORK, NY 10036-8704
WWW.ROPESGRAY.COM

May 8, 2023

Foghorn Therapeutics Inc.
500 Technology Square, Suite 700
Cambridge, Massachusetts 02139

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

This opinion is furnished to you in connection with the registration statement on Form S-8 (the "Registration Statement"), filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of an aggregate of 2,090,171 shares (the "Shares") of common stock, \$0.0001 par value ("Common Stock") of Foghorn Therapeutics Inc., a Delaware corporation (the "Company"), including (i) 1,672,137 shares of Common Stock issuable under the Company's 2020 Equity Incentive Plan (the "2020 Plan") and (ii) 418,034 shares of Common Stock issuable under the Company's 2020 Employee Stock Purchase Plan (the "2020 ESPP" and, together with the 2020 Plan, the "Plans").

We are familiar with the actions taken by the Company in connection with the adoption of the Plans. For purposes of our opinion, we have examined such certificates, documents and records and have made such investigation of fact and such examination of law as we have deemed appropriate in order to enable us to render the opinions set forth herein. In conducting such investigation, we have relied, without independent verification, upon certificates of officers of the Company, public officials and other appropriate persons.

The opinions expressed below are limited to the Delaware General Corporation Law.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, when the Shares have been issued and sold in accordance with the Plans, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Ropes & Gray LLP

Ropes & Gray LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 9, 2023 relating to the financial statements of Foghorn Therapeutics Inc. appearing in the Annual Report on Form 10-K of Foghorn Therapeutics Inc. for the year ended December 31, 2022.

/s/ Deloitte & Touche LLP

Boston, Massachusetts
May 8, 2023