

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

**FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**C4 THERAPEUTICS, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**2836**  
(Primary Standard Industrial  
Classification Code Number)

**47-5617627**  
(I.R.S. Employer  
Identification No.)

**C4 Therapeutics, Inc.**  
**490 Arsenal Way, Suite 200**  
**Watertown, Massachusetts 02472**  
**(617) 231-0700**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

*Copies to:*

**Lawrence S. Wittenberg, Esq.**  
**Edwin O'Connor, Esq.**  
**Goodwin Procter LLP**  
**100 Northern Avenue**  
**Boston, MA 02210**  
**(617) 570-1000**

**Jolie M. Siegel**  
**Chief Legal Officer**  
**C4 Therapeutics, Inc.**  
**490 Arsenal Way, Suite 200**  
**Watertown, MA 02472**  
**(617) 231-0700**

**Divakar Gupta**  
**Brent B. Siler**  
**Richard Segal**  
**Cooley LLP**  
**55 Hudson Yards**  
**New York, NY 10001-2157**  
**(212) 479-6000**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  - 333-248719

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
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 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be registered(1)	Proposed maximum aggregate offering price per share	Proposed maximum aggregate offering price	Amount of registration fee(2)
Common stock, par value \$0.0001 per share	892,400	\$19.00	\$16,955,600	\$1,849.86

- (1) Represents only the additional number of shares being registered and includes 116,400 shares of common stock issuable upon exercise of the underwriters' option to purchase additional shares to cover over-allotments, if any. Does not include the securities that the registrant previously registered on the Registration Statement on Form S-1 (File No. 333-248719).
- (2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price. The registrant previously registered securities at an aggregate offering price not to exceed \$182,656,800.00 on a Registration Statement on Form S-1 (File No. 333-248719), which was declared effective by the Securities and Exchange Commission on October 1, 2020. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$16,955,600 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.

**The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.**

---

---

## **EXPLANATORY NOTE AND INCORPORATION BY REFERENCE**

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”), for the sole purpose of increasing the aggregate number of shares of common stock offered by C4 Therapeutics, Inc. (the “Registrant”) by 892,400 shares, 116,400 of which are subject to purchase upon exercise of the underwriters’ option to purchase additional shares of the Registrant’s common stock. The contents of the Registration Statement on Form S-1, as amended (File No. 333–248719), filed by the Registrant with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act, including all amendments and exhibits thereto, which was declared effective by the Commission on October 1, 2020, or the Prior Registration Statement, are incorporated by reference into this Registration Statement.

The 892,400 additional shares of common stock, which includes 116,400 additional shares that the underwriters have the option to purchase, that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith or incorporated by reference herein.

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit Index</u>
5.1	<a href="#">Opinion of Goodwin Procter LLP</a>
23.1	<a href="#">Consent of KPMG LLP, Independent Registered Public Accounting Firm</a>
23.2	<a href="#">Consent of Goodwin Procter LLP (included in Exhibit 5.1)</a>
24.1*	<a href="#">Power of Attorney</a>

\* Previously filed on the signature page to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-248719), originally filed with the Securities and Exchange Commission on September 10, 2020 and incorporated by reference herein.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, C4 Therapeutics, Inc. has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Watertown, Commonwealth of Massachusetts, on the 1st day of October, 2020.

### C4 Therapeutics, Inc.

By: /s/ Marc A. Cohen  
Name: Marc A. Cohen  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-1 has been signed by the following persons in their capacities and on the date indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Marc A. Cohen</u> Marc A. Cohen	Co-Founder, Executive Chairman, Director and Chief Executive Officer (Principal Executive Officer)	October 1, 2020
<u>/s/ William McKee</u> William McKee	Chief Financial Officer (Principal Financial Officer)	October 1, 2020
<u>/s/ Laura J. Wahlberg</u> Laura J. Wahlberg	Vice President of Finance and Corporate Controller (Principal Accounting Officer)	October 1, 2020
<u>/s/ Andrew Hirsch</u> Andrew Hirsch	President and Director	October 1, 2020
* <u>Kenneth C. Anderson, M.D.</u>	Director	October 1, 2020
* <u>Alain J. Cohen</u>	Director	October 1, 2020
* <u>Bruce Downey</u>	Director	October 1, 2020
* <u>Elena Prokupets, Ph.D.</u>	Director	October 1, 2020
* <u>Malcolm Salter</u>	Director	October 1, 2020
*By: <u>/s/ William McKee</u> William McKee Attorney-in-fact		

October 1, 2020

C4 Therapeutics, Inc.  
490 Arsenal Way, Suite 200  
Watertown, MA 02472

Re: Securities Registered under Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as counsel to you in connection with your filing of (i) a Registration Statement on Form S-1 (File No. 333-248719) (as amended or supplemented, the "Initial Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act") and (ii) a second Registration Statement on Form S-1 filed pursuant to Rule 462(b) promulgated under the Securities Act (the "462(b) Registration Statement," and together with the Initial Registration Statement, the "Registration Statement"). This opinion letter is being furnished to you in connection with your filing of the 462(b) Registration Statement, relating to the registration of the offering by C4 Therapeutics, Inc., a Delaware corporation (the "Company"), of up to 892,400 shares (the "Shares") of the Company's Common Stock, \$0.0001 par value per share, including Shares purchasable by the underwriters upon their exercise of an over-allotment option granted to the underwriters by the Company. The Shares are being sold to the several underwriters named in, and pursuant to, an underwriting agreement among the Company and such underwriters (the "Underwriting Agreement").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinions set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Underwriting Agreement, the Shares will be validly issued, fully paid and non-assessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement and to the references to our firm under the caption "Legal Matters" in the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP

GOODWIN PROCTER LLP

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
C4 Therapeutics, Inc.:

We consent to the use of our report dated August 5, 2020, except as to Note 13, which is as of September 28, 2020, incorporated by reference herein.

/s/ KPMG LLP

Boston, Massachusetts  
October 1, 2020