

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549
FORM S-8

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)

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

**490 Arsenal Way, Suite 200
Watertown, MA 02472
(617) 231-0700**

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

**C4 Therapeutics, Inc. 2020 Stock Option and Incentive Plan
C4 Therapeutics, Inc. 2020 Employee Stock Purchase Plan**
(Full title of the plans)

Andrew J. Hirsch
President and Chief Executive Officer
C4 Therapeutics, Inc.
490 Arsenal Way, Suite 200
Watertown, MA 02472
(617) 231-0700

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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

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

Accelerated filer

Non-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 securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(3)	Proposed maximum aggregate offering price(3)	Amount of registration fee
2020 Stock Option and Incentive Plan Common Stock, \$0.0001 par value per share	2,152,981(2)	\$39.53	\$85,107,339	\$9,285
2020 Employee Stock Purchase Plan Common Stock, \$0.0001 par value per share	430,596(4)	\$39.53	\$17,021,460	\$1,857
Total	2,583,577		\$102,128,799	\$11,142

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Consists of 2,152,981 additional shares issuable under the 2020 Stock Option and Incentive Plan, which represents the automatic annual increase to the number of shares available for issuance under the 2020 Stock Option and Incentive Plan effective as of January 1, 2021.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended. The price per share and aggregate offering price are calculated based on the average of the high and low price of the registrant's Common Stock as reported on the NASDAQ Global Select Market on March 5, 2021.
- (4) Consists of 430,596 additional shares issuable under the 2020 Employee Stock Purchase Plan, which represents the automatic annual increase to the number of shares available for issuance under the 2020 Employee Stock Purchase Plan effective as of January 1, 2021.

STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 is filed to register the offer and sale of (i) an additional 2,152,981 shares of the Registrant's common stock, \$0.0001 par value per share, to be issued under the Registrant's 2020 Stock Option and Incentive Plan and (ii) an additional 430,596 shares of the Registrant's common stock, \$0.0001 par value per share, to be issued under the Registrant's 2020 Employee Stock Purchase Plan. This Registration Statement incorporates by reference the contents of the [Registration Statement on Form S-8, File No. 333-249286, filed by the Registrant on October 2, 2020](#), relating to the Registrant's 2015 Stock Option and Grant Plan, 2020 Stock Option and Incentive Plan and 2020 Employee Stock Purchase Plan, pursuant to General Instruction E.

PART II

Information Required in the Registration Statement

Item 8. Exhibits

Refer to the Exhibit Index on the next page for a list of exhibits filed as part of this registration statement, which Exhibit Index is incorporated herein by reference.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description of Exhibit</u>	<u>Form</u>	<u>File Number</u>	<u>Date of Filing</u>	<u>Exhibit Number</u>	<u>Filed Herewith</u>
4.1	Fifth Amended and Restated Certificate of Incorporation of the Registrant	8-K	001-39567	10/06/2020	3.1	
4.2	Second Amended and Restated Bylaws of the Registrant	S-1	333-248719	09/10/2020	3.5	
4.3	Amended and Restated Investors' Rights Agreement among the Registrant, its warrant holder and certain of its stockholders, dated June 5, 2020	S-1	333-248719	09/10/2020	3.1	
5.1	Opinion of Goodwin Procter LLP					X
23.1	Consent of Goodwin Procter LLP (included in Exhibit 5.1)					X
23.2	Consent of KPMG LLP, Independent Registered Public Accounting Firm					X
24.1	Power of attorney (included on the signature pages of this registration statement)					X
99.1	2020 Stock Option and Incentive Plan and forms of award agreements thereunder	S-1/A	333-248719	09/28/2020	10.2	
99.2	2020 Employee Stock Purchase Plan	S-1/A	333-248719	09/28/2020	10.3	

March 11, 2021

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

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 2,583,577 shares (the "Shares") of Common Stock, \$0.0001 par value per share ("Common Stock"), of C4 Therapeutics, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2020 Stock Option and Incentive Plan and 2020 Employee Stock Purchase Plan (collectively, the "Plans").

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 opinion set forth below, on certificates of officers of the Company.

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

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

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 Plans, will be validly issued, fully paid and nonassessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to 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 March 11, 2020 incorporated by reference herein.

/s/ KPMG LLP

Boston, Massachusetts
March 11, 2021