

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): October 11, 2024 (October 7, 2024)

C4 THERAPEUTICS, INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)  
490 Arsenal Way, Suite 120  
Watertown, MA  
(Address of Principal Executive Offices)

001-39567  
(Commission File Number)

47-5617627  
(IRS Employer  
Identification No.)

02472  
(Zip Code)

Registrant's Telephone Number, Including Area Code: (617) 231-0700

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	CCCC	The Nasdaq Global Select 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 October 7, 2024, the Board of Directors of C4 Therapeutics, Inc. (the “**Company**”) approved Amendment No. 1 (the “**Plan Amendment**”) to the Company’s 2020 Stock Option and Incentive Plan (the “**2020 Plan**”) to provide that in no event may the Administrator (as defined in the Plan) exercise its discretion to reduce the exercise price of outstanding stock options or stock appreciation rights or effect repricing through cancellation and re-grants or cancellation of stock options or stock appreciation rights in exchange for cash or other awards, without prior stockholder approval. The Plan Amendment is effective immediately and is not subject to approval by our stockholders.

The foregoing description of the Plan Amendment is qualified in its entirety by the full text of the Plan Amendment, a copy of which is attached as Exhibit 10.1 hereto and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The exhibits shall be deemed to be filed or furnished, depending on the relevant item requiring such exhibit, in accordance with the provisions of Item 601 of Regulation S-K (17 CFR 229.601) and Instruction B.2 to this form.

<b>Exhibit Number</b>	<b>Description</b>
10.1	<a href="#">Amendment No. 1 to C4 Therapeutics, Inc. 2020 Stock Option and Incentive Plan</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**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 thereunto duly authorized.

C4 Therapeutics, Inc.

Date: October 11, 2024

By: /s/ Jolie M. Siegel

**Jolie M. Siegel**  
**Chief Legal Officer**

## C4 THERAPEUTICS, INC.

### AMENDMENT NO. 1 TO 2020 STOCK OPTION AND INCENTIVE PLAN

This Amendment No. 1 (the “**Amendment**”) to the C4 Therapeutics, Inc. (“**Company**”) 2020 Stock Option and Incentive Plan (the “**Plan**”) amends the Plan as set forth below, effective as of October 7, 2024, which is the date this Amendment was approved by the Company’s Board of Directors (the “**Board**”). All capitalized terms not specifically defined in this Amendment shall have the meanings provided to them in the Plan.

WHEREAS: Prior to the adoption of the Amendment, the Administrator was authorized to reduce the exercise prices of or otherwise effect repricings of outstanding Stock Appreciation Rights and Stock Options without the requirement of stockholder approval; and

WHEREAS: The Board desires to remove this entitlement from the Plan such that any future reductions in exercise price or repricings of outstanding Stock Appreciation Rights or Stock Options would require approval by both the Administrator and the Company’s stockholders

NOW, THEREFORE, Section 16 of the Plan be and hereby is amended and restated to read as follows (with the operative sentence removed):

#### SECTION 16. AMENDMENTS AND TERMINATION

The Board may, at any time, amend or discontinue the Plan and the Administrator may, at any time, amend or cancel any outstanding Award for the purpose of satisfying changes in law or for any other lawful purpose, but no such action shall materially and adversely affect rights under any outstanding Award without the holder’s consent. To the extent required under the rules of any securities exchange or market system on which the Stock is listed, to the extent determined by the Administrator to be required by the Code to ensure that Incentive Stock Options granted under the Plan are qualified under Section 422 of the Code, Plan amendments shall be subject to approval by Company stockholders. Nothing in this Section 16 shall limit the Administrator’s authority to take any action permitted pursuant to Section 3(c) or 3(d).

Except to the extent amended hereby, all terms and provisions of the Plan shall remain in full force and effect.

