

**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.**  
**Shoaib Ghias, 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.

## STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 is filed to register the offer and sale of (i) an additional 2,434,443 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 (the "Plan") and (ii) an additional 486,888 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 (the "ESPP"). The number of shares of Common Stock reserved and available for issuance under the Plan is subject to an automatic annual increase on each January 1, beginning in 2021, by an amount equal to the lesser of: (i) five percent of the number of shares of Common Stock issued and outstanding on the immediately preceding December 31 or (ii) such number of shares of Common Stock as determined by the Administrator (as defined in the Plan). Accordingly, on January 1, 2022, the number of shares of Common Stock reserved and available for issuance under the Plan increased by 2,434,443. 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 the least of: (i) one percent of the number of shares of Common Stock issued and outstanding on the immediately preceding December 31, (ii) 656,714 shares of Common Stock or (iii) such lesser number of shares of Common Stock as determined by the Administrator (as defined in the ESPP). Accordingly, on January 1, 2022, the number of shares of Common Stock reserved and available for issuance under the ESPP increased by 486,888. The additional shares are of the same class as other securities relating to the Plan and the ESPP for which 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](#), and [Registration Statement on Form S-8, File No. 333-254145, filed by the Registrant on March 11, 2021](#), relating to the Registrant's 2015 Stock Option and Grant Plan, the Plan and the ESPP, 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.

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## EXHIBIT INDEX

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



February 24, 2022

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 2,921,331 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 reports dated February 24, 2022, with respect to the consolidated financial statements of C4 Therapeutics, Inc., and the effectiveness of internal control over financial reporting, included herein by reference.

/s/ KPMG LLP

Boston, Massachusetts  
February 24, 2022

## CALCULATION OF FILING FEE TABLE

Form S-8  
(Form Type)C4 Therapeutics, Inc.  
(Exact Name of Registrant as Specified in its Charter)

## 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	Common stock, par value \$0.0001 per share	Rule 457(c) and Rule 457(h)	2,434,443 (2)	\$22.685 (3)	\$55,225,339.46	0.0000927	\$5,119.39
Equity	Common stock, par value \$0.0001 per share	Rule 457(c) and Rule 457(h)	486,888 (4)	\$19.282 (5)	\$9,388,296.14	0.0000927	\$870.30
<b>Total Offering Amounts</b>							\$5,989.69
<b>Total Fee Offsets</b>							-
<b>Net Fee Due</b>							\$5,989.69

- (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 2,434,443 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, 2022.
- (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 February 17, 2022.
- (4) Consists of 486,888 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 (the "ESPP") effective as of January 1, 2022.
- (5) The price of \$19.282 per share, which is 85% of the average of the high and low sale prices of the Common Stock of the Registrant as quoted on the Nasdaq Global Select Market on February 17, 2022, is set forth solely for purposes of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act of 1933, as amended, and has been used as these shares are without a fixed price. Pursuant to the ESPP, the purchase price of the shares of Common Stock reserved for issuance thereunder will be 85% of the fair market value of a share of Common Stock on the first trading day of the offering period or on the exercise date, whichever is less.