

GLAXOSMITHKLINE PLC

Form 3

July 18, 2018

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

GLAXOSMITHKLINE PLC

(Last) (First) (Middle)

980 GREAT WEST ROAD

(Street)

BRENTFORD

MIDDLESEX, X0 TW8 9GS

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

07/18/2018

3. Issuer Name and Ticker or Trading Symbol

CONSTELLATION PHARMACEUTICALS INC
[CNST]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group

Filing(Check Applicable Line)

X Form filed by One Reporting Person

____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable

Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title

Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

(Instr. 5)

Series B Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	681,260	\$ <u>(1)</u>	I	See Footnote <u>(7)</u>
Series D Preferred Stock	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	34,186	\$ <u>(2)</u>	I	See Footnote <u>(7)</u>
Series E-1 Preferred Stock	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	97,796	\$ <u>(3)</u>	I	See Footnote <u>(7)</u>
Series F Preferred Stock	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	178,414	\$ <u>(4)</u>	I	See Footnote <u>(7)</u>
Series E Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	92,471	\$ <u>(5)</u>	I	See Footnote <u>(7)</u>
Common Stock Purchase Warrant (Right to Buy)	05/24/2011	05/24/2021	Common Stock	15,053 <u>(6)</u>	\$ 1.55	I	See Footnote <u>(7)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GLAXOSMITHKLINE PLC 980 GREAT WEST ROAD BRENTFORD MIDDLESEX,Â X0Â TW8 9GS	Â	Â X	Â	Â

Signatures

/s/ Victoria Whyte 07/18/2018

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The Series B Preferred Stock is convertible into Common Stock on a 11.009-for-one basis into the number of shares of Common Stock shown in Column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares have no expiration date.

(2) The Series D Preferred Stock is convertible into Common Stock on a 11.009-for-one basis into the number of shares of Common Stock shown in Column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares have no expiration date.

(3) The Series E-1 Preferred Stock is convertible into Common Stock on a 11.009-for-one basis into the number of shares of Common Stock shown in Column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares have no expiration date.

(4) The Series F Preferred Stock is convertible into Common Stock on a 11.009-for-one basis into the number of shares of Common Stock shown in Column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares have no expiration date.

(5) The Series E Preferred Stock is convertible into Common Stock on an 8.56256-for-one basis into the number of shares of Common Stock shown in Column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The

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shares have no expiration date.

- (6) The warrant is currently exercisable, with an expiration date of May 24, 2021, and an exercise price of \$1.55 per share. The exercise price may be paid in cash or through net share settlement at the option of the warrant holder.
- (7) The shares reported herein are held of record by S.R. One, Limited, an indirect, wholly-owned subsidiary of GlaxoSmithKline plc (the "Reporting Person").

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.