

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)

| | | | |
|---|---|--|---|
| <p>1. Name and Address of Reporting Person *</p> <p>GLAXOSMITHKLINE PLC</p> <p>(Last) (First) (Middle)</p> <p>980 GREAT WEST ROAD</p> <p>(Street)</p> <p>BRENTFORD</p> <p>MIDDLESEX, X0 TW8 9GS</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/18/2018</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CONSTELLATION PHARMACEUTICALS INC [CNST]</p> <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. 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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 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) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

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

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.

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