
**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)
490 Arsenal Way, Suite 120
Watertown, MA
(Address of principal executive offices)

47-5617627
(I.R.S. Employer
Identification No.)
02472
(Zip Code)

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 120
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 120
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	<input type="radio"/>	Accelerated filer	<input type="radio"/>
Non-accelerated filer	<input checked="" type="radio"/>	Smaller reporting company	<input checked="" type="radio"/>
		Emerging growth company	<input type="radio"/>

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 2,448,310 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 489,662 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, 2023, the number of shares of Common Stock reserved and available for issuance under the Plan increased by 2,448,310. 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, 2023, the number of shares of Common Stock reserved and available for issuance under the ESPP increased by 489,662. 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](#), [Registration Statement on Form S-8, File No. 333-254145, filed by the Registrant on March 11, 2021](#), and [Registration Statement on Form S-8, File No. 333-262949, filed by the Registrant on February 24, 2022](#), 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.

EXHIBIT INDEX

Exhibit No.	Description of Exhibit	Form	File Number	Date of Filing	Exhibit No.	Filed Herewith
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	4.1	
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	10-K	001-39567	02/23/2023	10.2	
99.2	2020 Employee Stock Purchase Plan	S-1/A	333-248719	09/28/2020	10.3	
107	Filing Fee Table					X

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Watertown, Commonwealth of Massachusetts, on this 23rd day of February 2023.

C4 Therapeutics, Inc.

Date: February 23, 2023

By: _____ /s/ Andrew J. Hirsch

Andrew J. Hirsch
President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL BY THESE PRESENT, that each individual whose signature appears below hereby constitutes and appoints each of Andrew J. Hirsch and Lauren A. White as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following person in the capacities and on the date indicated.

Name	Title	Date
_____ /s/ Andrew J. Hirsch Andrew J. Hirsch	President, Chief Executive Officer, and Director (Principal Executive Officer)	February 23, 2023
_____ /s/ Lauren A. White Lauren A. White	Chief Financial Officer and Treasurer (Principal Financial and Principal Accounting Officer)	February 23, 2023
_____ /s/ Bruce Downey Bruce Downey	Chairman and Director	February 23, 2023
_____ /s/ Kenneth C. Anderson, M.D. Kenneth C. Anderson, M.D.	Director	February 23, 2023
_____ /s/ Laura Bessen, M.D. Laura Bessen, M.D.	Director	February 23, 2023
_____ /s/ Glenn Dubin Glenn Dubin	Director	February 23, 2023
_____ /s/ Donna Grogan, M.D. Donna Grogan, M.D.	Director	February 23, 2023
_____ /s/ Utpal Koppikar Utpal Koppikar	Director	February 23, 2023
_____ /s/ Malcolm Salter Malcolm Salter	Director	February 23, 2023

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)	2,448,310 (2)	\$5.770 (3)	\$ 14,126,748.70	.00011020	\$1,556.77
Equity	Common stock, par value \$0.0001 per share	Rule 457(c) and Rule 457(h)	489,662 (4)	\$4.905 (5)	\$ 2,401,792.11	.00011020	\$264.68
Total Offering Amounts							\$1,821.45
Total Fee Offsets							.
Net Fee Due							\$1,821.45

- (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 2,448,310 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, 2023.
- (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 15, 2023.
- (4) Consists of 489,662 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, 2023.
- (5) The price of \$4.905 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 15, 2023, 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.

February 23, 2023

C4 Therapeutics, Inc.
490 Arsenal Way, Suite 120
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 2,937,972 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.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in 74 Business Lawyer 815 (Summer 2019).

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 February 23, 2023, with respect to the consolidated financial statements of C4 Therapeutics, Inc., incorporated herein by reference.

/s/ KPMG LLP

Boston, Massachusetts

February 23, 2023