

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>GOTTSCHALK ADRIAN</u>  (Last) (First) (Middle) 500 TECHNOLOGY SQUARE STE #700  (Street) CAMBRIDGE MA 02139  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Foghorn Therapeutics Inc. [ FHTX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/10/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/10/2022 <sup>(1)</sup>		G <sup>(2)</sup>		123,479	D	\$0.00	23,000	D	
Common Stock	02/10/2022 <sup>(1)</sup>		G <sup>(2)</sup>		123,479	A	\$0.00	448,704	I	See Footnote <sup>(3)</sup>
Common Stock	10/25/2022 <sup>(1)</sup>		J <sup>(4)</sup>		4,371	A	\$0.00	67,371 <sup>(5)</sup>	D	
Common Stock	10/25/2022 <sup>(1)</sup>		J <sup>(4)</sup>		4,371	D	\$0.00	444,333	I	See Footnote <sup>(6)</sup>
Common Stock	02/17/2023		G <sup>(7)</sup>		4,371	D	\$0.00	63,000	D	
Common Stock	02/17/2023		G <sup>(7)</sup>		4,371	A	\$0.00	448,704	I	See Footnote <sup>(8)</sup>
Common Stock	02/17/2023		J <sup>(9)</sup>		184,939	D	\$0.00	448,704	I	See Footnote <sup>(10)</sup>
Common Stock	02/17/2023		J <sup>(9)</sup>		184,939	A	\$0.00	448,704	I	See Footnote <sup>(10)</sup>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

Explanation of Responses:

- Reported late due to administrative error.
- On February 10, 2022, the Reporting Person transferred 123,479 shares of the Issuer's Common Stock to the Adrian H. Gottschalk Living Trust dated September 8, 2009. This was a bona fide gift with no payment in consideration.
- Consists of 300,000 shares held by the Adrian H. Gottschalk 2021 Grantor Retained Annuity Trust dated November 29, 2021, of which the Reporting Person is the trustee and sole current beneficiary, and 148,704 shares held by the Adrian H. Gottschalk Living Trust dated September 8, 2009, of which the Reporting Person is the trustee.
- Transfer of assets between the Adrian H. Gottschalk 2021 Grantor Retained Annuity Trust dated November 29, 2021, and the Reporting Person.
- The reported holdings include 40,000 shares of the Issuer's Common Stock acquired by the Reporting Person through an option exercise reported on Form 4 on September 19, 2022.
- Consists of 295,629 shares held by the Adrian H. Gottschalk 2021 Grantor Retained Annuity Trust dated November 29, 2021, of which the Reporting Person is the trustee and sole current beneficiary, and 148,704 shares held by the Adrian H. Gottschalk Living Trust dated September 8, 2009, of which the Reporting Person is the trustee.
- On February 17, 2023, the Reporting Person transferred 4,371 shares of the Issuer's Common Stock to the Adrian H. Gottschalk Living Trust dated September 8, 2009. This was a bona fide gift with no payment in consideration.
- Consists of 295,629 shares held by the Adrian H. Gottschalk 2021 Grantor Retained Annuity Trust dated November 29, 2021, of which the Reporting Person is the trustee and sole current beneficiary, and 153,075 shares held by the Adrian H. Gottschalk Living Trust dated September 8, 2009, of which the Reporting Person is the trustee.
- Transfer of assets between the the Adrian H. Gottschalk 2021 Grantor Retained Annuity Trust dated November 29, 2021, and the Adrian H. Gottschalk Living Trust dated September 8, 2009.
- Consists of 110,690 shares held by the Adrian H. Gottschalk 2021 Grantor Retained Annuity Trust dated November 29, 2021, of which the Reporting Person is the trustee and sole current beneficiary, and 338,014 shares held by the Adrian H. Gottschalk Living Trust dated September 8, 2009, of which the Reporting Person is the trustee.

Remarks:

/s/ Allan Reine, M.D.,

02/22/2023

Attorney-in-Fact for Adrian  
Gottschalk

\*\* Signature of Reporting Person      Date

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

\* If the form is filed by more than one reporting person, see Instruction 4 (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).

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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