

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Costa Carlos</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief People Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 09/20/2024	
	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/20/2024		M <sup>(1)</sup>		35,756	A	\$3.72	35,756	D	
Common Stock	09/20/2024		S <sup>(1)</sup>		35,756	D	\$10.04 <sup>(2)</sup>	0.00	D	
Common Stock	09/23/2024		M <sup>(1)</sup>		857	A	\$3.72	857	D	
Common Stock	09/23/2024		S <sup>(1)</sup>		857	D	\$10.17	0.00	D	

**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)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$3.72	09/20/2024		M <sup>(1)</sup>			35,756	(3)	02/12/2029	Common Stock	35,756	\$0.00	40,646	D	
Stock Option (right to buy)	\$3.72	09/23/2024		M <sup>(1)</sup>			857	(3)	02/12/2029	Common Stock	857	\$0.00	39,789	D	

**Explanation of Responses:**

- The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan that was adopted by the reporting person on March 11, 2024.
- The price reported is a weighted average price. These shares were sold in multiple transactions ranging from \$10.00 to \$10.22 per share.
- The option vested as to 25% of the underlying shares of common stock on August 29, 2019, and at a rate of 6.25% of the underlying shares thereafter on the first day of each calendar quarter following such first anniversary until the option was fully vested.

**Remarks:**

/s/ Michael LaCascia, Attorney-in-Fact for Carlos Costa 09/24/2024

\*\* 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.

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