

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

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

FORMA THERAPEUTICS HOLDINGS, INC.

(Name of registrant as specified in its charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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FORMA THERAPEUTICS HOLDINGS, INC.
300 North Beacon Street, Suite 501
Watertown, MA 02472

NOTICE OF 2022 ANNUAL MEETING OF STOCKHOLDERS
To be held June 8, 2022

Notice is hereby given that the 2022 Annual Meeting of Stockholders, or the Annual Meeting, of Forma Therapeutics Holdings, Inc., will be held online on June 8, 2022 at 2:00 p.m. Eastern Time. The safety of our stockholders is important to us and, given the continuing public health concerns from the ongoing COVID-19 pandemic, this year's Annual Meeting will be held virtually. You may attend the meeting virtually via the Internet at www.virtualshareholdermeeting.com/FMTX2022, where you will be able to vote electronically and submit questions. You will need the 16-digit control number included with the Notice of Internet Availability of Proxy Materials being mailed to you separately in order to attend the Annual Meeting. The purpose of the Annual Meeting is the following:

1. To elect two Class II directors to our board of directors, to serve until the 2025 annual meeting of stockholders and until their successor has been duly elected and qualified, or until their earlier death, resignation or removal;
2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2022;
3. To approve, on a non-binding advisory basis, of the compensation of our named executive officers;
4. To approve, on a non-binding advisory basis, the frequency of future advisory votes on the compensation of our named executive officers; and
5. To transact any other business properly brought before the Annual Meeting or any adjournment or postponement of the Annual Meeting.

The proposal for the election of directors relates solely to the election of two Class II directors nominated by the board of directors.

Only Forma Therapeutics Holdings, Inc. stockholders of record at the close of business on April 14, 2022, will be entitled to vote at the Annual Meeting and any adjournment or postponement thereof.

Forma Therapeutics Holdings, Inc. is following the Securities and Exchange Commission's "Notice and Access" rule that allows companies to furnish their proxy materials by posting them on the Internet. As a result, we are mailing to our stockholders a Notice of Internet Availability of Proxy Materials, or the Notice, instead of a paper copy of the accompanying proxy statement and our Annual Report for the fiscal year ended December 31, 2021, or 2021 Annual Report. We plan to mail the Notice on or about April 27, 2022, and it contains instructions on how to access both the 2021 Annual Report and accompanying proxy statement over the Internet. This method provides our stockholders with expedited access to proxy materials and not only lowers the cost of printing and distribution but also reduces the environmental impact of the Annual Meeting. If you would like to receive a print version of the proxy materials, free of charge, please follow the instructions on the Notice.

Please see the "General Information" section of the proxy statement that accompanies this notice for more details regarding the logistics of the virtual Annual Meeting, including the ability of stockholders to submit questions during the Annual Meeting, and technical details and support related to accessing the virtual platform.

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Your vote is important. Whether or not you expect to attend the virtual meeting, it is important that your shares be represented. To ensure that your vote is recorded promptly, please vote as soon as possible, even if you plan to attend the meeting, by submitting your proxy via the Internet at the address listed on the proxy card or by signing, dating and returning the proxy card. Even if you have voted by proxy, you may still vote at the virtual meeting. Please note, however, that if your shares are held through a broker, bank or other nominee and you wish to vote at the meeting, you must obtain a proxy issued in your name from that record holder.

By order of the Board of Directors,

/s/ Frank D. Lee

Frank D. Lee

President and Chief Executive Officer

Watertown, MA
April 27, 2022

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FORMA THERAPEUTICS HOLDINGS, INC.

300 North Beacon Street, Suite 501

Watertown, MA 02472

**PROXY STATEMENT
FOR THE 2022 ANNUAL MEETING OF STOCKHOLDERS**

To be held June 8, 2022

This proxy statement contains information about the 2022 Annual Meeting of Stockholders, or the Annual Meeting, of Forma Therapeutics Holdings, Inc., which will be held online on June 8, 2022 at 2:00 p.m. Eastern Time. The safety of our stockholders is important to us and given the continuing public health concerns from the COVID-19 pandemic, this year's Annual Meeting will be held virtually. You may attend the Annual Meeting virtually via the Internet at www.virtualshareholdermeeting.com/FMTX2022, where you will be able to vote electronically and submit questions. You will need the 16-digit control number included with the Notice of Internet Availability of Proxy Materials being mailed to you separately in order to attend the Annual Meeting. The board of directors of Forma Therapeutics Holdings, Inc. is using this proxy statement to solicit proxies for use at the Annual Meeting. In this proxy statement, the terms "Forma," "Forma Therapeutics," the "Company," "we," "us," and "our" refer to Forma Therapeutics Holdings, Inc. The mailing address of our principal executive offices is Forma Therapeutics Holdings, Inc., 300 North Beacon Street, Suite 501, Watertown, Massachusetts 02472.

All properly submitted proxies will be voted in accordance with the instructions contained in those proxies. If no instructions are specified, the proxies will be voted in accordance with the recommendation of our board of directors with respect to each of the matters set forth in this proxy statement and the accompanying proxy card. You may revoke your proxy at any time before it is exercised at the meeting by giving our corporate secretary written notice to that effect.

We made this proxy statement and our 2021 Annual Report to Stockholders on Form 10-K for the fiscal year ended December 31, 2021, or the 2021 Annual Report, available to stockholders on or about April 27, 2022. We have elected to provide access to our proxy materials to our stockholders via the Internet. Accordingly, on or about April 27, 2022, we will begin mailing a Notice of Internet Availability of Proxy Materials.

As of June 30, 2021, the market value of our common stock that was held by non-affiliates exceeded \$700 million, so effective as of January 1, 2022, we became a large accelerated filer. As a large accelerated filer, we no longer qualify as an "emerging growth company" under the Jumpstart Our Business Startups Act of 2012, the JOBS Act, or a "smaller reporting company," as that term is defined in Rule 12b-2 promulgated under the Securities Exchange Act of 1934, as amended, the Exchange Act. However, as the executive compensation disclosure included in this proxy statement is being included to satisfy the requirements under Part III of our 2021 Annual Report, and such requirements are reporting on compensation matters for the fiscal year ended December 31, 2021, at which time we were a smaller reporting company under the Exchange Act and therefore permitted to take advantage of certain reduced public company reporting requirements, including scaled disclosure requirement for executive compensation, this proxy statement sets forth a simplified executive compensation disclosure to satisfy such requirements.

**Important Notice Regarding the Availability of Proxy Materials for
the Annual Meeting of Stockholders to be Held on June 8, 2022:**

**This proxy statement and our 2021 Annual Report to Stockholders are
available for viewing, printing and downloading at www.ProxyVote.com.**

A copy of this proxy statement and our 2021 Annual Report, as filed with the SEC, except for exhibits, will be furnished without charge to any stockholder upon written request to Forma Therapeutics Holdings, Inc., 300 North Beacon Street, Suite 501, Watertown, Massachusetts 02472, Attention: Corporate Secretary. This proxy statement and our 2021 Annual Report are also available on the SEC's website at www.sec.gov.

FORMA THERAPEUTICS HOLDINGS, INC.
PROXY STATEMENT
FOR THE 2022 ANNUAL MEETING OF STOCKHOLDERS

GENERAL INFORMATION

Why are you holding a virtual Annual Meeting?

The safety of our stockholders is important to us and, given the continuing public health concerns from the COVID-19 pandemic, as well as recent increases in case numbers, this year's Annual Meeting will be a "virtual meeting" of stockholders. We have implemented the virtual format in order to facilitate stockholder attendance at our Annual Meeting. We have designed our virtual format to enhance, rather than constrain, stockholder access, participation and communication. For example, the virtual format allows stockholders to communicate with us in advance of, and during, the Annual Meeting so they can ask questions of our board of directors or management.

How do I attend and participate in the Annual Meeting online?

To attend and participate in the Annual Meeting, stockholders will need to access the live audio webcast of the meeting. To do so, stockholders of record will need to visit www.virtualshareholdermeeting.com/FMTX2022 and use their control number provided in the proxy card to preregister to this website, and beneficial owners of shares held in street name will need to follow the same instructions. Registration will open 15 minutes prior to the meeting.

The live audio webcast of the Annual Meeting will begin promptly at 2:00 p.m. Eastern Time.

How can I get help if I have trouble checking in or listening to the meeting online?

There will be a support number available on the login page of the virtual meeting 15 minutes before the meeting begins for any shareholders having technical difficulties. The technical support line will not be able to provide control numbers, but will be able to assist with any technical issues.

When are this proxy statement and the accompanying materials scheduled to be sent to stockholders?

We have elected to provide access to our proxy materials to our stockholders via the Internet. Accordingly, on or about April 27, 2022, we will begin mailing a Notice of Internet Availability of Proxy Materials, or Notice. Our proxy materials, including the Notice of the 2022 Annual Meeting of Stockholders, this proxy statement and the accompanying proxy card or, for shares held in street name (i.e., held for your account by a broker or other nominee), a voting instruction form, and the 2021 Annual Report, will be made available to stockholders on the Internet on or about the same date. You will need the 16-digit control number included on the Notice to access these materials. If you would like to receive a print version of the proxy materials, free of charge, please follow the instructions on the Notice.

Who is soliciting my vote?

Our board of directors is soliciting your vote for the Annual Meeting.

When is the record date for the Annual Meeting?

The record date for determination of stockholders entitled to vote at the Annual Meeting is the close of business on April 14, 2022.

How many votes can be cast by all stockholders?

There were 45,295,204 shares of our voting common stock, par value \$0.001 per share, outstanding on April 14, 2022, all of which are entitled to vote with respect to all matters to be acted upon at the Annual Meeting. Each

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stockholder of record is entitled to one vote for each share of our common stock held by such stockholder. As the stockholder of record, you have the right to grant your voting proxy directly to the individuals listed on the proxy card or vote on your own behalf at our virtual Annual Meeting. None of our shares of preferred stock were outstanding as of April 14, 2022. As of April 14, 2022, there were 2,505,825 shares of non-voting common stock, par value \$0.001 per share, outstanding. The shares of non-voting stock are not entitled to vote on the proposals presented at the Annual Meeting.

Who is entitled to vote?

Registered Stockholders. If shares of our voting common stock are registered directly in your name with our transfer agent, you are considered the stockholder of record with respect to those shares. As the stockholder of record, you have the right to grant your voting proxy directly to the individuals listed on the proxy card or vote on your own behalf at our virtual Annual Meeting. Throughout this proxy statement, we refer to these registered stockholders as “stockholders of record.”

Street Name Stockholders. If shares of our voting common stock are held on your behalf in a brokerage account or by a bank or other nominee, you are considered to be the beneficial owner of shares that are held in “street name,” and the proxy materials were forwarded to you by your broker or nominee, who is considered the stockholder of record with respect to those shares. As the beneficial owner, you have the right to direct your broker, bank or other nominee as to how to vote your shares. Beneficial owners are also invited to attend our virtual Annual Meeting. However, since a beneficial owner is not the stockholder of record, you may not vote your shares of our common stock on your own behalf at the Annual Meeting unless you follow your broker’s procedures for obtaining a legal proxy. Note you should also be receiving a voting instruction form for you to use from your broker. Throughout this proxy statement, we refer to stockholders who hold their shares through a broker, bank or other nominee as “street name stockholders.”

How do I vote?

If you are a stockholder of record, there are four ways to vote:

- **By Internet.** You may vote at www.ProxyVote.com, 24 hours a day, seven days a week. Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time the day before the meeting date. You will need the control number included on your proxy card.
- **During the Annual Meeting.** You may vote during the Annual Meeting by going to www.virtualshareholdermeeting.com/FMTX2022. You will need the control number included on your proxy card.
- **By Telephone.** You may vote using a touch-tone telephone by calling 1-800-690-6903, 24 hours a day, seven days a week. Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time the day before the meeting date. You will need the control number included on your proxy card.
- **By Mail.** You may vote by completing and mailing your proxy card. Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

Even if you plan to participate in our virtual Annual Meeting, we recommend that you also vote by proxy so that your vote will be counted if you later decide not to participate in the Annual Meeting.

If you are a street name stockholder, you will receive voting instructions from your broker, bank or other nominee. You must follow the voting instructions provided by your broker, bank or other nominee in order to instruct your broker, bank or other nominee on how to vote your shares. Street name stockholders should

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generally be able to vote by returning an instruction card, or by telephone or on the Internet. However, the availability of telephone and Internet voting will depend on the voting process of your broker, bank or other nominee. As discussed above, if you are a street name stockholder, you may not vote your shares on your own behalf at the Annual Meeting unless you obtain a legal proxy from your broker, bank or other nominee.

By Proxy

If you will not be attending the Annual Meeting, you may vote by proxy. You can vote by proxy over the Internet by following the instructions provided in the enclosed proxy card. Proxies submitted by mail must be received before the start of the Annual Meeting.

If you complete and submit your proxy before the Annual Meeting, the persons named as proxies will vote the shares represented by your proxy in accordance with your instructions. If you submit a proxy without giving voting instructions, your shares will be voted in the manner recommended by the board of directors on all matters presented in this proxy statement, and as the persons named as proxies may determine in their discretion with respect to any other matters properly presented at the Annual Meeting. You may also authorize another person or persons to act for you as proxy in a writing, signed by you or your authorized representative, specifying the details of those proxies' authority. The original writing must be given to each of the named proxies, although it may be sent to them by electronic transmission if, from that transmission, it can be determined that the transmission was authorized by you.

If any other matters are properly presented for consideration at the Annual Meeting, including, among other things, consideration of a motion to adjourn the Annual Meeting to another time or place (including, without limitation, for the purpose of soliciting additional proxies), the persons named in your proxy and acting thereunder will have discretion to vote on those matters in accordance with their best judgment. We do not currently anticipate that any other matters will be raised at the Annual Meeting.

How do I revoke my proxy?

You may revoke your proxy by (1) entering a new vote by mail that we receive before the start of the Annual Meeting or over the Internet or via telephone, (2) attending and voting at the Annual Meeting online (although attendance at the Annual Meeting will not in and of itself revoke a proxy), or (3) by filing an instrument in writing revoking the proxy or another duly executed proxy bearing a later date with our Corporate Secretary. Any written notice of revocation or subsequent proxy card must be received by our Corporate Secretary prior to the taking of the vote at the Annual Meeting. Such written notice of revocation or subsequent proxy card should be sent to our principal executive offices at Forma Therapeutics Holdings, Inc., 300 North Beacon Street, Suite 501, Watertown, Massachusetts 02472, Attention: Corporate Secretary.

If a broker, bank, or other nominee holds your shares, you must contact such broker, bank, or nominee in order to find out how to change your vote.

How is a quorum reached?

Our Amended and Restated Bylaws, or bylaws, provide that a majority of the shares entitled to vote, present or represented by proxy, will constitute a quorum for the transaction of business at the Annual Meeting.

Under the Delaware General Corporation Law, shares that are voted "abstain" or "withheld" and broker "non-votes" are counted as present for purposes of determining whether a quorum is present at the Annual Meeting. If a quorum is not present, the meeting may be adjourned until a quorum is obtained.

How many votes are required for the matters to be voted on at the Annual Meeting?

Under our bylaws, any proposal other than an election of directors is decided by a majority of the votes properly cast for and against such proposal, except where a larger vote is required by law or by our Second Amended and Restated Certificate of Incorporation, or certificate of incorporation, or bylaws.

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To be elected, each of the directors nominated in Proposal No. 1 must receive a plurality of the votes cast and entitled to vote at the meeting, meaning that the two director nominees receiving the most votes will be elected. Stockholders do not have the right to cumulate voting for the election of directors in Proposal No. 1.

The ratification of the appointment of Ernst & Young LLP as Forma's independent registered public accounting firm in Proposal No. 2 requires the affirmative vote of the majority of the shares of common stock entitled to vote at the meeting and cast "for" or "against" such matter.

The approval of the compensation of our named executive officers in Proposal No. 3, on an advisory basis, requires the affirmative vote of the majority of the shares of common stock entitled to vote at the Annual Meeting and cast "for" or "against" such matter. Because your vote is advisory, it will not be binding on the board of directors or its compensation committee, but the board of directors and compensation committee will review the voting results and take them into consideration when making future decisions about executive compensation.

The advisory approval of the frequency of future stockholder advisory votes on the compensation of our named executive officers as being held every one year, two years or three years in Proposal No. 4 requires a vote of the majority of the shares of common stock entitled to vote at the Annual Meeting. For this proposal, stockholders are entitled to vote for one of the four provided choices: every year, every two years, every three years, or abstain from voting. If none of these frequency alternatives receive a majority vote, we will consider the frequency that receives the highest number of votes by the stockholders to be the frequency that has been selected by the stockholders. However, because your vote is advisory and not binding on the board of directors or its compensation committee, the board of directors may decide that it is in our and our stockholders' best interests to hold an advisory vote on executive compensation more or less frequently than the alternative selected by our stockholders.

How is the vote counted?

Abstentions and broker "non-votes" are not included in the tabulation of the voting results on any such proposal and, therefore, do not have an impact on such proposals. A broker "non-vote" occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item, and has not received instructions from the beneficial owner.

If your shares are held in "street name" by a brokerage firm, your brokerage firm is required to vote your shares according to your instructions. If you do not give instructions to your brokerage firm, the brokerage firm will still be able to vote your shares with respect to certain "discretionary" items, but will not be allowed to vote your shares with respect to "non-discretionary" items. Proposal No. 1, Proposal No. 3 and Proposal No. 4 are "non-discretionary" items. If you do not instruct your broker how to vote with respect to these proposals, your broker may not vote for these proposals, and those votes will be counted as broker "non-votes." Proposal No. 2 is considered to be a discretionary item, and your brokerage firm will be able to vote on this proposal even if it does not receive instructions from you.

Who pays the cost for soliciting proxies?

We are making this solicitation and will pay the entire cost of preparing and distributing our proxy materials and soliciting votes. If you choose to access the proxy materials or vote over the Internet, you are responsible for any Internet access charges that you may incur. Our officers and employees may, without compensation other than their regular compensation, solicit proxies through further mailings, personal conversations, facsimile transmissions, e-mails, or otherwise. We have engaged D.F. King to assist in the solicitation of proxies and provide related advice and informational support for a service fee and the reimbursement of customary disbursements, such costs are not expected to exceed \$9,000 in the aggregate. Proxy solicitation expenses that we will pay include those for preparation, mailing, returning, and tabulating the proxies.

How may stockholders submit matters for consideration at an annual meeting of stockholders?

To be considered timely, we must receive the notice of a stockholder's intention to introduce a nomination or proposed item of business at our annual meeting in writing and received by our corporate secretary at our principal executive offices not less than 90 days nor more than 120 days prior to the first anniversary of the preceding year's annual meeting. However, in the event that the date of the annual meeting is advanced by more than 30 days, or delayed by more than 60 days, from the first anniversary of the preceding year's annual meeting, or if no annual meeting were held in the preceding year, a stockholder's notice must be so received no earlier than the 120th day prior to such annual meeting and not later than the close of business on the later of (A) the 90th day prior to such annual meeting and (B) the tenth day following the day on which notice of the date of such annual meeting was mailed or public disclosure of the date of such annual meeting was made, whichever first occurs. Assuming that the next annual meeting of our stockholders, or the 2023 annual meeting, is not advanced by more than 30 days, nor delayed by more than 60 days, from the first anniversary of the date of the Annual Meeting, the required notice for stockholder proposals to be brought before the 2023 annual meeting must be received by our corporate secretary at our principal executive offices no earlier than February 8, 2023 and no later than March 10, 2023.

In addition, stockholders who, in accordance with the Rule 14a-8 under the Securities Exchange Act of 1934, as amended, or the Exchange Act, wish to present proposals for inclusion in the proxy materials to be distributed by us in connection with our 2023 annual meeting must submit their proposals to us no later than December 28, 2022. If the date of the annual meeting is moved by more than 30 days from the date contemplated at the time of the previous year's proxy statement, then notice must be received within a reasonable time before we begin to print and send proxy materials. If that happens, we will publicly announce the deadline for submitting a proposal in a press release or in a document filed with the SEC.

Furthermore, to comply with the SEC's new universal proxy rules (once effective), stockholders who intend to solicit proxies in support of director nominees other than our nominees for the next annual meeting of our stockholders in 2022 must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act no later than April 9, 2023.

How can I find out the results of the voting at the Annual Meeting?

We plan to announce preliminary voting results at the Annual Meeting. Final voting results will be published in a Current Report on Form 8-K, or Form 8-K, that we expect to file with the SEC within four business days after the Annual Meeting. If final voting results are not available to us in time to file a Form 8-K within four business days after the Annual Meeting, we intend to file a Form 8-K to publish preliminary results and, within four business days after the final results are known to us, file an additional Form 8-K to publish the final results.

PROPOSAL NO. 1 – ELECTION OF CLASS II DIRECTOR

Our board of directors currently consists of nine members. In accordance with the terms of our certificate of incorporation and bylaws, our board of directors is divided into three classes, Class I, Class II and Class III, with members of each class serving staggered three-year terms. The members of the classes are divided as follows:

- the Class I directors are Wayne A.I. Frederick, M.D., Arturo Molina, M.D. and Selwyn M. Vickers, M.D., and their terms will expire at the annual meeting of stockholders to be held in 2024;
- the Class II directors are Peter Wirth, J.D. and Timothy P. Clackson, Ph.D., and their terms will expire at the Annual Meeting; and
- the Class III directors are Marsha Fanucci, Peter Kolchinsky, Ph.D., Frank D. Lee., and Thomas G. Wiggans, and their terms will expire at the annual meeting of stockholders to be held in 2023.

Upon the expiration of the term of a class of directors, directors in that class will be eligible to be elected for a new three-year term at the annual meeting of stockholders in the year in which their term expires.

Our certificate of incorporation and bylaws provide that the authorized number of directors may be changed only by resolution of our board of directors. Our certificate of incorporation also provides that our directors may be removed only for cause by the affirmative vote of the holders of at least two thirds (2/3) or more of the outstanding shares then entitled to vote in an annual election of directors, and that any vacancy on our board of directors, including a vacancy resulting from an enlargement of our board of directors, may be filled only by vote of a majority of our directors then in office.

Our board of directors has nominated Peter Wirth, J.D. and Timothy P. Clackson, Ph.D. for election as Class II directors at the Annual Meeting. The nominees are presently directors and have indicated a willingness to continue to serve as directors, if elected. If the nominees become unable or unwilling to serve, however, the proxies may be voted for substitute nominees selected by our board of directors.

Our Nominating and Corporate Governance Committee Policies and Procedures for Director Candidates, or the Director Guidelines, provide that the value of diversity should be considered in determining director candidates as well as other factors such as a candidate's character, judgment, skills, education, expertise and absence of conflicts of interest. Our priority in selection of board members is identification of members who will further the interests of our stockholders through their established records of professional accomplishment, their ability to contribute positively to the collaborative culture among board members, and their knowledge of our business and understanding of the competitive landscape in which we operate and adherence to high ethical standards. While our Director Guidelines do not specify assigned weights to particular criteria, our board of directors and nominating and corporate governance committee believe it is essential that members of our board of directors represent diverse viewpoints and that the backgrounds and qualifications of our directors, considered as a group, should provide a composite mix of experience, knowledge and abilities that will allow our board of directors to promote our strategic objectives and fulfill its responsibilities to our stockholders. In March 2022, the nominating and corporate governance committee reviewed the full board's profile of diversity and experience in areas deemed important to the company. Diversity includes race, ethnicity, age, and gender and is also broadly construed to take into consideration many other factors, including industry knowledge, operational experience, scientific and academic expertise and personal backgrounds. The composition of our board of directors currently includes five individuals who are diverse under the Nasdaq listing rules regarding board diversity, as presented in the Board Diversity Matrix later in this proxy statement under the heading "*Corporate Governance—Board Diversity*". Under the Nasdaq listing rules, directors who self-identify as (i) female, (ii) an underrepresented minority, or (iii) LGBTQ+ are defined as being diverse.

Our board of directors is also focused on overboarding concerns and strongly believes that all members of our board of directors should have sufficient time and attention to devote to their duties and responsibilities as

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directors of Forma. In recommending a candidate as a nominee for director, the nominating and corporate governance committee reviews the candidate's professional commitments, including the number of boards on which the candidate serves and considers whether those commitments may limit the ability of the candidate to devote sufficient time and attention to board duties. Although Dr. Clackson was deemed overboarded based on the criteria adopted by certain proxy advisory firms and institutional investors, neither the nominating and corporate governance committee nor our board of directors believed that Dr. Clackson's outside board or other professional commitments ever limited his ability to devote sufficient time and attention to his duties as a member of our board of directors. Dr. Clackson's commitment to Forma and his duties as a director are demonstrated by his attendance at, and level of meaningful participation in, the meetings of the board of directors and his assigned committees in 2021. Accordingly, our board of directors and our nominating and corporate governance committee believe that Dr. Clackson's continued service on our board of directors and its committees is in the best interests of our stockholders, and ask that stockholders support Dr. Clackson's re-election as a director.

Nominee for Election as Class II Director

The following table identifies our director nominees and sets forth their principal occupations and business experience during the last five years and age as of April 14, 2022.

<u>Name</u>	<u>Positions and Offices Held with Forma Therapeutics Holdings, Inc.</u>	<u>Director Since</u>	<u>Age</u>
Peter Wirth, J.D.	Chairman of the Board of Directors and Director	2012	71
Timothy P. Clackson, Ph.D.	Director	2018	56

Peter Wirth, J.D. Mr. Wirth has served as chairman of our board of directors since November 2012. Mr. Wirth is a Venture Partner with Quan Capital Management, a global venture capital company investing in life sciences, since August 2018. From November 2011 to April 2014, Mr. Wirth served as co-founder, president and director of Lysosomal Therapeutics, Inc., a privately held biopharmaceutical company. Mr. Wirth was a senior executive at Genzyme Corporation from 1996 until its acquisition by Sanofi-Aventis in 2011, most recently serving as Executive Vice President, Legal and Corporate Development, Chief Risk Officer and Corporate Secretary. During his time at Genzyme, Mr. Wirth had senior management responsibility for the company's legal function, corporate development function, molecular oncology division, polymer drug discovery and development division and enterprise risk management function. Mr. Wirth has served as a member of the board of directors of publicly traded biopharmaceutical companies Zai Lab Limited since August 2017, and as chairman of the board of directors of Syros Pharmaceuticals, Inc. since January 2017. Mr. Wirth previously served as a director of Aura Biosciences, Inc. from December 2013 to December 2017 and as a member of the board of directors of publicly traded Synageva Biopharma Corp. until June 2015. Mr. Wirth holds a B.A. from the University of Wisconsin-Madison and a J.D. from Harvard Law School. We believe that Mr. Wirth is qualified to serve on our board of directors due to his expertise in corporate governance and his experience in corporate strategy, product development and law in the biotechnology industry.

Timothy P. Clackson, Ph.D. Dr. Clackson has been a member of our board of directors since March 2018. Since April 2021, Dr. Clackson has served as President, Chief Executive Officer and a member of the board of directors of Theseus Pharmaceuticals, Inc, a publicly traded clinical-stage biopharmaceutical company focused on developing targeted therapies in oncology. From May 2018 to April 2021, Dr. Clackson served as President of Xilio Therapeutics, Inc., a privately held oncology company developing tumor-selective immunotherapies. From June 2010 to May 2017, Dr. Clackson served as President of Research and Development at ARIAD Pharmaceuticals, Inc. which was acquired by Takeda Pharmaceuticals in February 2017. Prior to that, he served as ARIAD's Senior Vice President and Chief Scientific Officer from 2003, and in other roles from December 1994. During the past five years, Dr. Clackson served as a member of the board of directors of publicly traded biotechnology company Spring Bank Pharmaceuticals, Inc. from March 2018 to November 2020, and Elevation

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Oncology, Inc. since May 2020. He holds a B.A. in biochemistry from the University of Oxford and a Ph.D. in biology from the University of Cambridge. We believe that Dr. Clackson is qualified to serve on our board of directors because of his decades of experience in the biotechnology industry, including expertise as a Chief Executive Officer and in the areas of discovery and clinical research and development, corporate transactions and global markets.

The proxies will be voted in favor of the above nominees unless a contrary specification is made in the proxy. The nominees have consented to serve as our directors if elected. However, if the nominees are unable to serve or for good cause will not serve as a director, the proxies will be voted for the election of such substitute nominee as our board of directors may designate.

The board of directors recommends voting “FOR” the election of Peter Wirth, J.D. and Timothy P. Clackson, Ph.D. as Class II directors, to serve for a three-year term ending at the annual meeting of stockholders to be held in 2025.

Directors Continuing in Office

The following table identifies our directors and sets forth their principal occupation and business experience during the last five years and their ages as of April 14, 2022.

<u>Name</u>	<u>Positions and Offices Held with Forma Therapeutics Holdings, Inc.</u>	<u>Director Since</u>	<u>Class and Year in Which Term Will Expire</u>	<u>Age</u>
Frank D. Lee	President, Chief Executive Officer and Director	2019	Class III—2023	54
Marsha Fanucci	Director	2014	Class III—2023	68
Peter Kolchinsky, Ph.D.	Director	2019	Class III—2023	45
Thomas G. Wiggans	Director	2020	Class III—2023	70
Wayne A.I. Frederick, M.D.	Director	2020	Class I—2024	50
Arturo Molina, M.D.	Director	2022	Class I—2024	63
Selwyn M. Vickers, M.D.	Director	2021	Class I—2024	62

Class I Directors (Term Expires at 2024 Annual Meeting)

Wayne A.I. Frederick, M.D. Dr. Frederick has been a member of our board of directors since July 2020. He is the President of Howard University, having held this position since July 2014. Prior to that, Dr. Frederick served as Howard University’s Interim President (elected October 2013) after serving as Provost and Chief Academic Officer for more than a year and various other academic positions including Associate Dean in the College of Medicine, Division Chief in the Department of Surgery, Director of the Cancer Center and Deputy Provost for Health Sciences. Following his post-doctoral research and surgical oncology fellowships at the University of Texas MD Anderson Cancer Center, Dr. Frederick began his academic career as Associate Director of the Cancer Center at the University of Connecticut. Dr. Frederick continues to perform surgeries and lectures to the medical students and residents of Howard University’s College of Medicine. Dr. Frederick is a fellow of the American College of Surgeons and belongs to numerous surgical organizations, including, the American Surgical Association. He also serves on the board of directors of Humana Inc. and Insulet Corporation, the U.S. Chamber of Commerce and Mutual of America Life Insurance Co., in addition to other privately held companies and charitable organizations. Dr. Frederick earned a B.S. and M.D. from Howard University and an M.B.A. from Howard University’s School of Business. We believe that Dr. Frederick’s career as a leader in medical research, healthcare academics and business administration qualifies him to serve on our board of directors.

Arturo Molina, M.D. Dr. Molina has been a member of our board of directors since January 2022. He currently serves as Chief Medical Officer at Sutro BioPharma, Inc., a position he has held since February 2016. From February 2013 to February 2016, Dr. Molina served as Vice President of Oncology Scientific Innovation at

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Johnson & Johnson's California Innovation Center, an organization focused on building early-stage collaborations with emerging companies. Previously, Dr. Molina served as Chief Medical Officer and Vice President of Clinical Development for Johnson and Johnson's Ortho Biotech Oncology Research and Development, a unit of Cougar Biotechnology, Inc., Chief Medical Officer of Cougar Biotechnology, Inc., senior director and interim head of oncology/hematology in the Department of Medical Research and Clinical Development at Biogen Idec, Inc., and Senior Director of Medical Affairs at IDEC Pharmaceuticals Corporation. Since 2006, Dr. Molina has served as a National Advisory committee member for the Harold Amos Medical Faculty Development Program of the Robert Wood Johnson Foundation. From 1991 to 2002, Dr. Molina was a faculty staff physician in the Department of Hematology and Bone Marrow Transplantation and Department of Medical Oncology and Therapeutics Research at the City of Hope National Medical Center. He has served as a staff physician (volunteer) in the oncology clinic at the Veterans Affairs Palo Alto Health Care System and an adjunct clinical associate professor (volunteer) in the Department of Medicine, Division of Oncology, Stanford University School of Medicine, since 2019. Dr. Molina received a B.S. in zoology and B.A. in psychology from the University of Texas at Austin and an M.S. in physiology and M.D. from Stanford University School of Medicine, where he also completed residency in internal medicine and fellowships in medical oncology, biological sciences and bone marrow transplantation. We believe that Dr. Molina is qualified to serve on our board of directors due to his expertise in clinical-stage drug development.

Selwyn M. Vickers, M.D. Dr. Vickers has been a member of our board of directors since January 2021. Dr. Vickers is Chief Executive Officer of the University of Alabama at Birmingham, or UAB, Health System and UAB/Ascension St. Vincent's Alliance, positions he has held since January 2022. He has also served as Senior Vice President of Medicine and Dean of the School of Medicine at UAB since 2013. Dr. Vickers is also a practicing clinician and conducts research with a focus on pancreatic cancer. From October 2006 until October 2013, he served as the Jay Phillips Professor and Chair of the Department of Surgery at the University of Minnesota Medical School. Prior to that, Dr. Vickers directed the Section of Gastrointestinal Surgery at UAB from 2000 until 2006. Dr. Vickers currently serves on the board of directors of Alabama Power Company, a subsidiary of The Southern Company. Dr. Vickers is also chair of UAB Medicine's Joint Operating Leadership Committee, as well as the University of Alabama Health Services Foundation Board. Dr. Vickers is a member of the National Academy of Medicine and the Johns Hopkins Society of Scholars. He previously served on the Boards of Trustees for Johns Hopkins University and Johns Hopkins School of Medicine. Dr. Vickers is a member of the National Academy of Medicine. He earned his B.A. and M.D. from Johns Hopkins University and completed surgical training there, including a chief residency and surgical oncology fellowship. We believe that Dr. Vickers is qualified to serve on our board of directors due to his medical and academic expertise.

Class III Directors (Term Expires at 2023 Annual Meeting)

Frank D. Lee Mr. Lee has served as our President and Chief Executive Officer since March 2019. Before joining the Company, Mr. Lee was formerly at Genentech, Inc., a member of the Roche Group, in varying roles since May 2006, most recently as Senior Vice President, Global Product Strategy and Therapeutic Area Head for Immunology, Ophthalmology and Infectious Disease from June 2016 through February 2019 and as Vice President Sales and Marketing of the HER2/Breast Cancer franchise from September 2013 through May 2016. Prior to this, he was Vice President of the Oral Oncolytics franchise. During his 13-year tenure, he was responsible for driving development and commercial strategy for a broad portfolio of molecules in development, and for global product sales of more than \$11 billion. Mr. Lee has served as a member of the board of directors of Bolt Biotherapeutics, Inc., a publicly traded biotechnology company, since December 2021. Mr. Lee holds a B.E. in chemical engineering from Vanderbilt University and an M.B.A. in marketing and finance from the Wharton Graduate School of Business. We believe that Mr. Lee is qualified to serve as a member of our board of directors due to his extensive experience in drug development and commercialization for transformative medicines.

Marsha Fanucci Ms. Fanucci has been a member of our board of directors since October 2014. Since 2009, Ms. Fanucci has been an independent consultant for private and publicly traded biotechnology companies. Prior

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to that, Ms. Fanucci served as Senior Vice President, Chief Financial Officer of Millennium Pharmaceuticals, Inc., or Millennium, a biopharmaceutical company that was subsequently acquired by Takeda Pharmaceuticals, from July 2004 to January 2009. While at Millennium, she also served as Senior Vice President, Finance and Corporate Strategy from October 2003 to July 2004, Vice President, Finance and Corporate Strategy from July 2003 to October 2003 and Vice President, Corporate Development and Strategy from July 2000 to July 2003. Prior to Millennium, she was Vice President of Corporate Development and Strategy at Genzyme Corporation, a biotechnology company, from 1998 to 2000. Ms. Fanucci serves on the board of directors of multiple public companies, including as chair of the board of directors of Cyclarion Therapeutics, Inc. and director of Alnylam Pharmaceuticals, Inc. and Syros Pharmaceuticals, Inc. Ms. Fanucci formerly served as a director of publicly traded companies Ironwood Pharmaceuticals, Inc. and Momenta Pharmaceuticals, Inc. Ms. Fanucci holds a B.S. in pharmacy from West Virginia University and her M.B.A. from Northeastern University. We believe that Ms. Fanucci is qualified to serve on our board of directors due to her expertise with public and financial accounting matters and her experience leading financial organizations in biotechnology companies.

Peter Kolchinsky, Ph.D. Dr. Kolchinsky has been a member of our board of directors since December 2019. He is a founder and Managing Partner at RA Capital Management, L.P., or RA Capital. Dr. Kolchinsky is active in both public and private investments in companies developing drugs, medical devices, diagnostics, and research tools. Dr. Kolchinsky has served as a member of the board of directors of various private and publicly traded companies, including Synthorx, Inc. from May 2018 to January 2020, Dicerna Pharmaceuticals, Inc. from July 2013 to December 2019, and G1 Therapeutics, Inc. from February 2015 to May 2017, and currently serves on the board of directors of WAVE Life Sciences, Ltd., Icosavax, Inc. and Research Alliance Corp. II, where he serves as chairman and Chief Executive Officer. He also leads the RA Capital's engagement and publishing efforts, which aim to make a positive social impact and spark collaboration among healthcare stakeholders, including patients, physicians, researchers, policymakers, and industry. He served on the Board of Global Science and Technology for the National Academy of Sciences, authored "The Great American Drug Deal" and "The Entrepreneur's Guide to a Biotech Startup," and frequently writes and speaks on the future of biotechnology innovation. Dr. Kolchinsky holds a B.A. from Cornell University and a Ph.D. in Virology from Harvard University. We believe that Dr. Kolchinsky is qualified to serve on our board of directors due to his experience as a venture capitalist and his experience serving on the boards of various healthcare and life science companies.

Thomas G. Wiggins. Mr. Wiggins has been a member of our board of directors since September 2020. Since March 2022, Mr. Wiggins has been the Chief Executive Officer and a member of the board of directors of Pardes Biosciences, Inc., a publicly traded biopharmaceutical company. Prior to that, Mr. Wiggins founded Dermira, Inc., or Dermira, a publicly held pharmaceutical company, in August 2010 and served as its Chief Executive Officer from September 2010 and on its board of directors from October 2014 until Dermira was acquired by Eli Lilly and Company, or Eli Lilly, in February 2020. From October 2007, Mr. Wiggins served as chairman of the board of directors of Peplin, Inc., or Peplin, and in July 2007, he became its Chief Executive Officer, and he served in these positions until Peplin's acquisition by LEO Pharma A/S in November 2009. Previously, Mr. Wiggins served as Chief Executive Officer of Connetics Corporation, or Connetics, from July 1994, and as chairman of the board of directors of Connetics from January 2006, and he served in these positions until December 2006 when Connetics was acquired by Stiefel Laboratories, Inc. From 1992 to 1994, Mr. Wiggins served as President and Chief Operating Officer of CytoTherapeutics Inc. From 1980 to 1992, Mr. Wiggins served at Ares-Serono S.A. in various management positions including President of its U.S. pharmaceutical operations and Managing Director of its U.K. pharmaceutical operations. Mr. Wiggins began his career with Eli Lilly. Mr. Wiggins has been a member of the boards of directors of Annexon, Inc. since February 2017 and CymaBay Therapeutics, Inc. since April 2021. Mr. Wiggins also served on the boards of directors of various industry organizations, educational institutions and private and public companies, including Onyx Pharmaceuticals, Inc. Sangamo Biosciences, Inc. and Somaxon Pharmaceuticals, Inc., and is a member of the board of directors of the Biotechnology Innovation Organization and the board of trustees of the University of Kansas Endowment Association. Mr. Wiggins holds a B.S. in pharmacy from the University of Kansas and an M.B.A. from Southern Methodist University. We believe that Mr. Wiggins' depth of senior management

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experience and his track record of new product development and commercialization as well as his experience serving on the boards of directors of public and private companies in the life sciences industry, qualify him to serve on our board of directors.

There are no family relationships between or among any of our directors or executive officers. The principal occupation and employment during the past five years of each of our directors was carried on, in each case except as specifically identified above, with a corporation or organization that is not a parent, subsidiary or other affiliate of us. There is no arrangement or understanding between any of our directors and any other person or persons pursuant to which he or she is to be selected as a director.

There are no material legal proceedings to which any of our directors is a party adverse to us or any of our subsidiaries or in which any such person has a material interest adverse to us.

PROPOSAL NO. 2 – RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS FORMA THERAPEUTICS HOLDINGS, INC.’S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2022

Forma’s stockholders are being asked to ratify the appointment by the audit committee of the board of directors of Ernst & Young LLP as Forma’s independent registered public accounting firm for the fiscal year ending December 31, 2022. Ernst & Young LLP has served as Forma’s independent registered public accounting firm since 2016.

The audit committee is solely responsible for selecting Forma’s independent registered public accounting firm for the fiscal year ending December 31, 2022. Stockholder approval is not required to appoint Ernst & Young LLP as Forma’s independent registered public accounting firm. However, the board of directors believes that submitting the appointment of Ernst & Young LLP to the stockholders for ratification is good corporate governance. If the stockholders do not ratify this appointment, the audit committee will reconsider whether to retain Ernst & Young LLP. If the selection of Ernst & Young LLP is ratified, the audit committee, at its discretion, may direct the appointment of a different independent registered public accounting firm at any time it decides that such a change would be in the best interest of Forma and its stockholders.

A representative of Ernst & Young LLP is expected to be present at the Annual Meeting and will have an opportunity to make a statement if he or she desires to do so and to respond to appropriate questions from our stockholders.

Forma incurred the following fees from Ernst & Young LLP for the audit of the financial statements and for other services provided during the years ended December 31, 2021 and 2020.

	2021	2020
Audit fees (1)	\$ 1,356,900	\$ 1,798,000
Audit-Related fees (2)	—	—
Tax fees (3)	120,967	240,171
All other fees (4)	—	—
Total fees	\$ 1,477,867	\$ 2,038,171

- (1) Audit fees consist of fees billed for the audit of our annual financial statements, the review of our interim financial statements included in our quarterly reports on Form 10-Q, and services in connection with the Company’s securities offerings, including registration statements, responding to SEC comment letters, comfort letters and consents.
- (2) Audit-related fees consist of services that are reasonably related to the performance of the audit or review of our financial statements. There were no such fees incurred in 2021 or 2020.
- (3) Tax Fees consist of fees for tax compliance, advice and tax planning and includes fees for tax return preparation.
- (4) There were no other fees incurred in 2021 or 2020.

Audit Committee Pre-approval Policy and Procedures

Our audit committee has adopted policies and procedures relating to the approval of all audit and non-audit services that are to be performed by our independent registered public accounting firm. This policy provides that we will not engage our independent registered public accounting firm to render audit or non-audit services unless the service is specifically approved in advance by our audit committee or the engagement is entered into pursuant to the pre-approval procedure described below.

From time to time, our audit committee may pre-approve specified types of services that are expected to be provided to us by our independent registered public accounting firm during the next 12 months. Any such

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pre-approval details the particular service or type of services to be provided and is also generally subject to a maximum dollar amount.

During the years ended December 31, 2021 and 2020, no services were provided to us by Ernst & Young LLP other than in accordance with the pre-approval policies and procedures described above.

The board of directors recommends voting “FOR” Proposal No. 2 to ratify the appointment of Ernst & Young LLP as Forma Therapeutics Holdings, Inc.’s independent registered public accounting firm for the fiscal year ending December 31, 2022.

PROPOSAL NO. 3 – ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION

Section 14A(a)(1) of the Exchange Act generally requires each public company to include in its proxy statement a separate resolution subject to a non-binding stockholder vote to approve the compensation of the Company's named executive officers, as disclosed in its proxy statement pursuant to Item 402 of Regulation S-K, not less frequently than once every three years. This is commonly known as, and is referred to herein as, a "say-on-pay" proposal or resolution.

The compensation committee has designed our executive compensation program to motivate employees to achieve short-term and long-term results that are in the best interests of our stockholders. Our executive compensation program is designed to:

- Provide a competitive level of pay through a combination of base salary, annual cash incentive bonuses, long-term equity incentive compensation and broad-based benefits programs;
- Maintain a total compensation package that provides fair, reasonable competitive compensation for our executives while also permitting us the flexibility to differentiate actual pay based on the level of individual and company performance; and
- Reward our executives based on the achievement of company and individual goals and our strategic objectives through annual and long-term performance-based incentive compensation, including cash and equity-based incentives.

The executive compensation decisions made by the compensation committee have reflected our high level of achievement overall with respect to (i) the contributions of our named executive officers to our financial and operating performance, and (ii) pre-established performance measures and goals under our incentive cash bonus program and our long-term equity incentive plan. We believe our compensation policy strikes an appropriate balance between the implementation of responsible, measured compensation practices and the effective provision of incentives for our named executive officers to exert their best efforts for our success.

We are asking for stockholder approval, on an advisory basis, of the compensation of our named executive officers as disclosed in this proxy statement, which includes the disclosures under the Executive Compensation section below, and the compensation tables and the narrative discussion following the compensation tables in this proxy statement. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the policies and practices described in this proxy statement. The text of the resolution in respect of Proposal No. 3 is as follows:

"RESOLVED, that the Company's stockholders approve, on a non-binding, advisory basis, the compensation of the Company's named executive officers, as disclosed in this proxy statement for the 2022 Annual Meeting of Stockholders, including the compensation tables and narrative discussion."

As this vote is advisory, it will not be binding upon our board of directors or compensation committee, and neither our board of directors nor our compensation committee will be required to take any action as a result of the outcome of this vote. However, our compensation committee will carefully consider the outcome of this vote when considering future executive compensation policies and decisions.

For approval, this proposal must receive the affirmative vote of the majority of shares properly cast on the proposal. Abstentions and broker non-votes will have no effect on Proposal No. 3.

The board of directors recommends voting "FOR" Proposal No. 3 to approve, on an advisory basis, the compensation of the named executive officers, as disclosed in this proxy statement.

**PROPOSAL NO. 4 – ADVISORY VOTE ON THE FREQUENCY OF ADVISORY VOTES ON NAMED EXECUTIVE OFFICER
COMPENSATION**

The Dodd-Frank Act enables our stockholders to indicate how frequently they believe we should seek an advisory vote on the compensation of our named executive officers. We are seeking a non-binding, advisory determination from our stockholders as to the frequency with which stockholders would have an opportunity to provide a non-binding, advisory approval of the compensation of our named executive officers. We are providing stockholders the option of selecting a frequency of every year (“1 YEAR” on the proxy card), every two years (“2 YEARS” on the proxy card) or every three years (“3 YEARS” on the proxy card), or to abstain on the matter.

After careful consideration, our board of directors recommends that an advisory vote on executive compensation should be held every year. Annual votes will provide the board of directors and compensation committee with clearer feedback regarding the compensation of our named executive officers. The primary focus of the disclosure of the compensation of our named executive officers required to be included in our proxy statements is compensation granted in or for the prior fiscal year. Accordingly, an annual executive compensation advisory vote will complement the annual focus of our proxy statement disclosure and provide the board of directors and compensation committee with the clearest and most timely feedback of the three frequency options. Additionally, an annual executive compensation advisory vote is consistent with our policy of reviewing our compensation programs annually, as well as considering input from our stockholders on corporate governance and executive compensation matters. This feedback may then be considered by the board of directors and compensation committee in their annual decision-making process. For these reasons, we believe an annual vote would be the best governance practice for our company at this time. This vote is advisory, and therefore not binding on our board of directors or compensation committee. However, our board of directors and compensation committee value the opinions of our stockholders and intend to take into account the outcome of the vote when considering the frequency of holding future advisory votes on the compensation of our named executive officers.

The board of directors recommends that stockholders vote, on an advisory basis, for every year (“1 YEAR” on the proxy card) as the frequency for future non-binding, advisory stockholder votes regarding the compensation of our named executive officers.

CORPORATE GOVERNANCE

Director Nomination Process

Our nominating and corporate governance committee is responsible for identifying individuals qualified to serve as directors, consistent with criteria approved by our board of directors, and recommending such persons to be nominated for election as directors, except where we are legally required by contract, law or otherwise to provide third parties with the right to nominate.

The process followed by our nominating and corporate governance committee to identify and evaluate director candidates includes requests to board members and others for recommendations, meetings from time to time to evaluate biographical information and background material relating to potential candidates, and interviews of selected candidates by management, recruiters, members of the committee and our board of directors. The qualifications, qualities and skills that our nominating and corporate governance committee believes must be met by a committee-recommended nominee for a position on our board of directors are as follows:

- Nominees should demonstrate high standards of personal and professional ethics and integrity.
- Nominees should have proven achievement and competence in the nominee's field and the ability to exercise sound business judgment.
- Nominees should have skills that are complementary to those of the existing board of directors.
- Nominees should have the ability to assist and support management and make significant contributions to the Company's success.
- Nominees should have an understanding of the fiduciary responsibilities that are required of a member of the board of directors and the commitment of time and energy necessary to diligently carry out those responsibilities.

The nominating and corporate governance committee's evaluation of director nominees also includes consideration of their ability to contribute to the diversity of personal and professional experiences, opinions, perspectives and backgrounds on the board of directors.

Stockholders may recommend individuals to the nominating and corporate governance committee for consideration as potential director candidates. Any such proposals should be submitted to our corporate secretary at our principal executive offices no later than the close of business on the 90th day nor earlier than the close of business on the 120th day prior to the one-year anniversary of the date of the preceding year's annual meeting and should include appropriate biographical and background material to allow the nominating and corporate governance committee to properly evaluate the potential director candidate and the number of shares of our stock beneficially owned by the stockholder proposing the candidate. Stockholder proposals should be addressed to Forma Therapeutics Holdings, Inc., 300 North Beacon Street, Suite 501, Watertown, MA 02472, Attention: Corporate Secretary. Assuming that biographical and background material has been provided on a timely basis in accordance with our bylaws, any recommendations received from stockholders will be evaluated in the same manner as potential nominees proposed by the nominating and corporate governance committee. If our board of directors determines to nominate a stockholder-recommended candidate and recommends his or her election, then his or her name will be included on our proxy card for the next annual meeting of stockholders. See "Stockholder Proposals" for a discussion of submitting stockholder proposals.

Director Independence

Our common stock is listed on The Nasdaq Global Market, or Nasdaq, under the ticker symbol "FMTX." Under the Nasdaq listing rules, independent directors must comprise a majority of a listed company's board of directors within twelve months from the date of listing. In addition, the Nasdaq listing rules require that, subject to specified exceptions, each member of a listed company's audit, compensation and nominating and corporate

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governance committees be independent within twelve months from the date of listing. Audit committee members must also satisfy additional independence criteria, including those set forth in Rule 10A-3 under the Securities Exchange Act of 1934, as amended, or the Exchange Act, and compensation committee members must also satisfy the independence criteria set forth in Rule 10C-1 under the Exchange Act. Under Nasdaq listing rules, a director will only qualify as an “independent director” if, in the opinion of that company’s board of directors, that person does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In order to be considered independent for purposes of Rule 10A-3 under the Exchange Act, a member of an audit committee of a listed company may not, other than in his or her capacity as a member of the audit committee, the board of directors, or any other board committee: (1) accept, directly or indirectly, any consulting, advisory, or other compensatory fee from the listed company or any of its subsidiaries, other than compensation for board service; or (2) be an affiliated person of the listed company or any of its subsidiaries. In order to be considered independent for purposes of Rule 10C-1, the board of directors must consider, for each member of a compensation committee of a listed company, all factors specifically relevant to determining whether a director has a relationship to such company which is material to that director’s ability to be independent from management in connection with the duties of a compensation committee member, including, but not limited to: the source of compensation of the director, including any consulting advisory or other compensatory fee paid by such company to the director, and whether the director is affiliated with the company or any of its subsidiaries or affiliates.

In March 2022, our board of directors undertook a review of the composition of our board of directors and its committees and the independence of each director. Based upon information requested from and provided by each director concerning his or her background, employment and affiliations, including family relationships, our board of directors has determined that all members of the board of directors, except Frank D. Lee, are independent directors, including for purposes of Nasdaq and the SEC rules. In making that determination, our board of directors considered the relationships that each director has with us and all other facts and circumstances the board of directors deemed relevant in determining independence, including the potential deemed beneficial ownership of our capital stock by each director and respective affiliations, including non-employee directors that are affiliated with certain of our major stockholders. We expect that the composition and functioning of our board of directors and each of our committees will continue to comply with all applicable requirements of Nasdaq and the rules and regulations of the SEC. There are no family relationships among any of our directors or executive officers. Frank D. Lee is not an independent director under these rules because he is currently employed as the chief executive officer and president of our company.

Board Diversity

Although the board of directors does not have a formal policy regarding diversity, the nominating and corporate governance committee’s evaluation of director nominees includes consideration of their ability to contribute to the diversity of personal and professional experiences, opinions, perspectives and backgrounds on the board of directors. Diversity includes race, ethnicity, age, and gender and is also broadly construed to take into consideration many other factors, including industry knowledge, operational experience, scientific and academic expertise and personal backgrounds. Under the Nasdaq listing rule regarding board diversity, directors who self-identify as (i) female, (ii) an underrepresented minority, or (iii) LGBTQ+ are defined as being diverse. Nominees are not discriminated against based on race, color, religion, sex, ancestry, national origin, sexual orientation, disability or any other basis prescribed by law. The nominating and corporate governance committee assess the effectiveness of this approach as part of its review of the board of directors’ composition as well as in the course of the board of directors’ and nominating and corporate governance committee’s self-evaluation. With the assistance of the nominating and corporate governance committee, the board of directors regularly reviews trends in board composition, including on director diversity.

Board Diversity Matrix (As of April 27, 2022)				
Total Numbers of Directors	9			
	Female	Male	Non-Binary	Did not Disclose Gender
Part 1: Gender Identity				
Directors	1	8	0	0
Part 2: Demographic Background				
African American or Black	0	2	0	0
Alaskan Native or Native American	0	0	0	0
Asian	0	1	0	0
Hispanic or Latinx	0	1	0	0
Native Hawaiian or Pacific Islander	0	0	0	0
White	1	4	0	0
Two or More Races or Ethnicities	0	0	0	0
LGBTQ+	1			
Did Not Disclose Demographic Background	0			

Board Committees

Our board of directors has established an audit committee, a compensation committee, and a nominating and corporate governance committee, each of which operate pursuant to a charter adopted by our board of directors. We believe that the composition and functioning of all of our committees comply with the applicable requirements of Nasdaq, the Sarbanes-Oxley Act of 2002 and SEC rules and regulations that are applicable to us. We intend to comply with future requirements to the extent they become applicable to us.

Our audit committee charter, compensation committee charter and nominating and corporate governance charter are posted in the Corporate Governance portion of our website at www.formatherapeutics.com/. We do not incorporate the information contained on, or accessible through, our corporate website into this proxy statement, and you should not consider it a part of this proxy statement.

Audit Committee

Marsha Fanucci, Selwyn M. Vickers, M.D. and Peter Wirth, J.D. serve on the audit committee, which is chaired by Ms. Fanucci. Our board of directors has determined that each member of the audit committee is “independent” for audit committee purposes as that term is defined in the rules of the SEC and the applicable Nasdaq rules, and each has sufficient knowledge in financial and auditing matters to serve on the audit

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committee. Our board of directors has designated Ms. Fanucci as an “audit committee financial expert,” as defined under the applicable rules of the SEC. During the fiscal year ended December 31, 2021, the audit committee met four times. The report of the audit committee is included in this proxy statement under “Report of the Audit Committee.” The audit committee’s responsibilities include:

- appointing, approving the compensation of, and assessing the independence of our independent registered public accounting firm;
- pre-approving auditing and permissible non-audit services, and the terms of such services, to be provided by our independent registered public accounting firm;
- reviewing the overall audit plan with our independent registered public accounting firm and members of management responsible for preparing our consolidated financial statements;
- reviewing and discussing with management and our independent registered public accounting firm our annual and quarterly financial statements and related disclosures as well as critical accounting policies and practices used by us;
- coordinating the oversight and reviewing the adequacy of our internal control over financial reporting and enterprise-wide risk management;
- establishing policies and procedures for the receipt and retention of accounting-related complaints and concerns;
- recommending, based upon the audit committee’s review and discussions with management and our independent registered public accounting firm, whether our audited financial statements shall be included in our Annual Report on Form 10-K;
- monitoring the integrity of our consolidated financial statements and our compliance with legal and regulatory requirements as they relate to our consolidated financial statements and accounting matters;
- preparing the audit committee report required by SEC rules to be included in our annual proxy statement;
- reviewing all related person transactions for potential conflict of interest situations and approving all such transactions; and
- reviewing quarterly earnings releases.

All audit and non-audit services, other than *de minimis* non-audit services, to be provided to us by our independent registered public accounting firm must be approved in advance by our audit committee.

Compensation Committee

Timothy P. Clackson, Ph.D., Wayne A.I. Frederick, M.D. and Thomas G. Wiggans serve on the compensation committee, which is chaired by Mr. Wiggans. Our board of directors has determined that each member of the compensation committee is “independent” as defined in the applicable Nasdaq rules. During the fiscal year ended December 31, 2021, the compensation committee met four times. The compensation committee’s responsibilities include:

- annually reviewing and recommending to the board of directors the corporate goals and objectives relevant to the compensation of our chief executive officer;
- evaluating the performance of our chief executive officer in light of such corporate goals and objectives and based on such evaluation (i) reviewing and recommending to our board of directors the cash compensation of our chief executive officer and (ii) reviewing and recommending to our board of directors grants and awards to our chief executive officer under equity-based plans;
- reviewing and approving the compensation of our other executive officers;

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- reviewing and establishing our overall management compensation, philosophy and policy;
- overseeing and administering our compensation and similar plans;
- reviewing and approving our policies and procedures for the grant of equity-based awards;
- reviewing and recommending to the board of directors the compensation of our directors;
- preparing our compensation committee report if and when required by SEC rules;
- reviewing and discussing annually with management our “Compensation Discussion and Analysis,” if and when required, to be included in our annual proxy statement; and
- reviewing and approving the retention or termination of any consulting firm or outside advisor to assist in the evaluation of compensation matters.

Role of External Advisors. The compensation committee has the authority to retain compensation consultants and other outside advisors to assist in the evaluation of executive officer compensation. To assist the compensation committee in discharging its responsibilities, the compensation committee has retained Pearl Meyer & Partners, LLC, an independent compensation consultant that we refer to as Pearl, to evaluate aspects of our compensation practices, provide advice and make recommendations in determining compensation practices and levels, including making recommendations for our board of directors and executive compensation programs. As part of this process, members of the compensation committee review materials provided by Pearl and meet independently with Pearl periodically throughout the year to discuss our executive and director compensation and to receive input and advice. After review and consultation with Pearl, the compensation committee has determined that Pearl is independent and there is no conflict of interest resulting from retaining Pearl currently or during the year ended December 31, 2021. In reaching these conclusions, the compensation committee considered the factors set forth in Exchange Act Rule 10C-1 and Nasdaq listing standards.

Nominating and Corporate Governance Committee

Marsha Fanucci, Wayne A.I. Frederick, M.D. and Thomas G. Wiggans serve on the nominating and corporate governance committee, which is chaired by Dr. Frederick. Our board of directors has determined that each member of the nominating and corporate governance committee is “independent” as defined in the applicable Nasdaq rules. During the fiscal year ended December 31, 2021, the nominating and corporate governance committee met three times. The nominating and corporate governance committee’s responsibilities include:

- developing and recommending to the board of directors criteria for board and committee membership;
- establishing procedures for identifying and evaluating board of director candidates, including nominees recommended by stockholders;
- reviewing the composition of the board of directors to ensure that it is composed of members containing the appropriate skills and expertise to advise us;
- identifying individuals qualified to become members of the board of directors;
- recommending to the board of directors the persons to be nominated for election as directors and to each of the board’s committees;
- developing and recommending to the board of directors a set of corporate governance guidelines;
- overseeing the evaluation of our board of directors;
- retaining or terminating search firms to assist in identifying director candidates, and approve of any search firm’s fees and retention terms; and
- reviewing with the board of directors corporate succession plans for the chief executive officer and other key officers.

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The nominating and corporate governance committee considers candidates for board of directors membership suggested by its members and the chief executive officer. Additionally, in selecting nominees for directors, the nominating and corporate governance committee will review candidates recommended by stockholders in the same manner and using the same general criteria as candidates recruited by the committee and/or recommended by our board of directors. Any stockholder who wishes to recommend a candidate for consideration by the committee as a nominee for director should follow the procedures described later in this proxy statement under the heading “Stockholder Proposals.” The nominating and corporate governance committee will also consider whether to nominate any person proposed by a stockholder in accordance with the provisions of our bylaws relating to stockholder nominations as described later in this proxy statement under the heading “Stockholder Proposals.”

Identifying and Evaluating Director Nominees. Our board of directors is responsible for filling vacancies on our board of directors and for nominating candidates for election by our stockholders each year in the class of directors whose term expires at the relevant annual meeting. The board of directors delegates the selection and nomination process to the nominating and corporate governance committee, with the expectation that other members of the board of directors, and of management, will be requested to take part in the process as appropriate.

Generally, the nominating and corporate governance committee identifies candidates for director nominees in consultation with management, through the recommendations submitted by stockholders or through such other methods as the nominating and corporate governance committee deems to be helpful to identify candidates. Once candidates have been identified, the nominating and corporate governance committee confirms that the candidates meet all of the minimum qualifications for director nominees established by the nominating and corporate governance committee. The nominating and corporate governance committee may gather information about the candidates through interviews, detailed questionnaires, comprehensive background checks or any other means that the nominating and corporate governance committee deems to be appropriate in the evaluation process. The nominating and corporate governance committee then meets as a group to discuss and evaluate the qualities and skills of each candidate, both on an individual basis and taking into account the overall composition and needs of our board of directors. Based on the results of the evaluation process, the nominating and corporate governance committee recommends candidates for the board of directors’ approval to fill a vacancy or as director nominees for election to the board of directors by our stockholders each year in the class of directors whose term expires at the relevant annual meeting.

Board and Committee Meetings Attendance

The full board of directors met nine times during the fiscal year ended December 31, 2021. During the fiscal year ended December 31, 2021, each member of the board of directors attended in person or participated in 75% or more of the aggregate of (i) the total number of meetings of the board of directors (held during the period for which such person has been a director) and (ii) the total number of meetings held by all committees of the board of directors on which such person served (during the periods that such person served).

Director Attendance at Annual Meeting of Stockholders

Directors are responsible for attending the annual meeting of stockholders to the extent practicable. All of our directors attended our 2021 annual meeting of stockholders.

Policy on Trading, Pledging and Hedging of Company Stock

Certain transactions in our securities (such as purchases and sales of publicly traded put and call options, and short sales) create a heightened compliance risk or could create the appearance of misalignment between management and stockholders. In addition, securities held in a margin account or pledged as collateral may be sold without consent if the owner fails to meet a margin call or defaults on the loan, thus creating the risk that a

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sale may occur at a time when an officer or director is aware of material, non-public information or otherwise is not permitted to trade in Company securities. Our insider trading policy expressly prohibits derivative transactions of our stock by our executive officers, directors, employees, consultants and designated contractors. Our insider trading policy expressly prohibits purchases of any derivative securities that provide the economic equivalent of ownership.

Compensation Committee Interlocks and Insider Participation

During the fiscal year ended December 31, 2021, Timothy P. Clackson, Ph.D., Wayne A.I. Frederick, M.D., Thomas G. Wiggans and Peter Wirth, J.D. served as members of our compensation committee. None of the members of our compensation committee is, or has at any time during the prior three years been, one of our officers or employees. None of our executive officers currently serve, or have in the past fiscal year served, as a member of the board of directors or compensation committee of any entity that has one or more of its executive officers serving as a member of our board of directors or our compensation committee.

Code of Business Conduct and Ethics

Our board of directors adopted a Code of Business Conduct and Ethics in connection with our initial public offering in June 2020. The Code of Business Conduct and Ethics applies to all of our employees, officers (including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions), agents and representatives, including directors and consultants.

We intend to disclose future amendments to certain provisions of our Code of Business Conduct and Ethics on our website identified below. The full text of our Code of Business Conduct and Ethics is posted on our website at www.formatherapeutics.com. The inclusion of our website address in this proxy statement does not include or incorporate by reference the information on our website into this proxy statement, and you should not consider that information a part of this proxy statement.

Board Leadership Structure

Peter Wirth, J.D. is the current chairman of our board of directors. We believe that separating the positions of chief executive officer and chairperson of the board of directors allows our chief executive officer to focus on our day-to-day business, while allowing a chairperson of the board to lead the board of directors in its fundamental role of providing advice to and independent oversight of management. Our board of directors recognizes the time, effort and energy that the chief executive officer is required to devote to his position in the current business environment, as well as the commitment required to serve as our chairperson, particularly as the board of directors' oversight responsibilities continue to grow. While our amended and restated bylaws and corporate governance guidelines do not require that our chairperson and chief executive officer positions be separate, our board of directors believes that having separate positions is the appropriate leadership structure for us at this time and demonstrates our commitment to good corporate governance.

Board of Directors' Role in Risk Oversight

Risk is inherent to every business, and how well a business manages risk can ultimately determine its success. We face a number of risks, including risks relating to our financial condition, development and commercialization activities, operations, strategic direction and intellectual property. Management is responsible for the day-to-day management of risks we face, while our board of directors, as a whole and through its committees, has responsibility for the oversight of risk management. In its risk oversight role, our board of directors has the responsibility to satisfy itself that the risk management processes designed and implemented by management are adequate and functioning as designed.

The role of the board of directors in overseeing the management of our risks is conducted primarily through committees of the board of directors, as disclosed in the descriptions of each of the committees above and in the

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charters of each of the committees. The full board of directors (or the appropriate board committee in the case of risks that are under the purview of a particular committee) discusses with management our major risk exposures, their potential impact on us, and the steps we take to manage them. When a board committee is responsible for evaluating and overseeing the management of a particular risk or risks, the chairperson of the relevant committee reports on the discussion to the full board of directors during the committee reports portion of the next board meeting. This enables the board of directors and its committees to coordinate the risk oversight role, particularly with respect to risk interrelationship.

Our Environmental, Social and Governance Efforts

As we continue to grow and progress as a company, we also strive to be good stewards of our environment and to be focused on our stakeholders, which include our patients, our stockholders, our community and our employees. For example, in December 2021, we introduced our formabridge initiative. Through formabridge grants, we have committed \$1.0 million in grant funding for promising and innovative initiatives that address unmet needs in transition from pediatric to adult care in sickle cell disease. Our management is committed to steering our environmental, social and governance, or ESG, efforts across our organization and as a part of our overall strategy as we grow as a company. Our nominating and corporate governance committee as well as our audit committee have primary oversight over our ESG efforts.

Communication with the Directors of Forma Therapeutics Holdings, Inc.

Any interested party with concerns about our company may report such concerns to the board of directors or the chairperson of our board of directors or the chairperson of our nominating and corporate governance committee, by submitting a written communication to the attention of such director at the following address:

c/o Forma Therapeutics Holdings, Inc.
300 North Beacon Street, Suite 501
Watertown, MA 02472
United States

You may submit your concern anonymously or confidentially by postal mail. You may also indicate whether you are a stockholder, customer, supplier, or other interested party.

A copy of any such written communication may also be forwarded to Forma's legal counsel and a copy of such communication may be retained for a reasonable period of time. The director may discuss the matter with Forma's legal counsel, with independent advisors, with non-management directors, or with Forma's management, or may take other action or no action as the director determines in good faith, using reasonable judgment, and applying his or her own discretion.

Communications may be forwarded to other directors if they relate to important substantive matters and include suggestions or comments that may be important for other directors to know. In general, communications relating to corporate governance and long-term corporate strategy are more likely to be forwarded than communications relating to ordinary business affairs, personal grievances, and matters as to which we tend to receive repetitive or duplicative communications.

The audit committee oversees the procedures for the receipt, retention, and treatment of complaints received by Forma regarding accounting, internal accounting controls, or audit matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting, internal accounting controls or auditing matters. Forma has also established a toll-free telephone number for the reporting of such activity, which is (844) 395-9323.

NON-EMPLOYEE DIRECTOR COMPENSATION

The following table presents the total compensation for each person who served as a non-employee member of our board of directors and received compensation for such service during fiscal year 2021. Other than as set forth in the table below, we did not pay any compensation, make any additional equity awards or non-equity awards to, or pay any other compensation to any of the non-employee members of our board of directors in fiscal year 2021. Directors who also serve as employees received no additional compensation for their service as directors. During fiscal year 2021, Mr. Lee, our President and Chief Executive Officer, was a member of our board of directors, as well as an employee, and received no additional compensation for his services as a director. See the section titled “2021 Summary Compensation Table” for more information about his compensation in fiscal year 2021.

2021 Director Compensation Table

NAME	FEES EARNED OR PAID IN CASH (\$)	STOCK AWARDS (\$)(1)(2)	OPTION AWARDS (\$)(2)(3)	TOTAL (\$)
Timothy P. Clackson, Ph.D.	47,500	69,713	136,429	253,642
Marsha Fanucci	59,000	69,713	136,429	265,142
Wayne A.I. Frederick, M.D.	48,875	69,713	136,429	255,017
Peter Kolchinsky, Ph.D.	47,250	69,713	136,429	253,642
Arturo Molina, M.D. (4)	—	—	—	—
Paolo Paoletti, M.D. (5)	18,555	—	—	18,555
Selwyn M. Vickers, M.D. (6)	48,750	69,713	703,179	821,642
Thomas G. Wiggans	47,250	69,713	136,429	253,392
Peter Wirth, J.D.	88,000	69,713	136,429	294,142

- (1) The amounts reported represent the aggregate grant date fair value of the restricted stock units awarded to our non-employee directors during fiscal year 2021, calculated in accordance with FASB ASC Topic 718. Such grant date fair values do not take into account any estimated forfeitures related to service-vesting conditions. The assumptions used in calculating the grant date fair value of the restricted stock units reported in this column are set forth in Note 12 of our consolidated financial statements included in our 2021 Annual Report. The amounts reported in this column reflect the accounting cost for these restricted stock units and do not correspond to the actual economic value that may be received by our directors upon vesting or settlement of the restricted stock units.
- (2) On June 17, 2021, each of our non-employee directors, other than Dr. Paoletti and Dr. Molina, received a stock option to purchase 8,375 shares of our common stock and a restricted stock unit award for 2,750 shares of our common stock, with such shares fully vesting upon their respective continued service to us through the earlier to occur of the first anniversary of the grant date or the date of our next annual stockholders meeting. Additionally, in connection with his appointment to the board, Dr. Vickers received a stock option to purchase 25,000 shares of our common stock with 33.3% of the shares vesting on the first anniversary of the applicable vesting commencement date, and the remaining 66.7% of the shares vesting in 24 equal monthly installments thereafter, subject to his continued service to us through each such vesting date.
- (3) The amounts reported represent the aggregate grant date fair value of the stock options awarded to our non-employee directors during fiscal year 2021, calculated in accordance with FASB ASC Topic 718. Such grant date fair values do not take into account any estimated forfeitures. The assumptions used in calculating the grant date fair value of the stock options reported in this column are set forth in Note 12 of our consolidated financial statements included in our 2021 Annual Report. The amounts reported in this column reflect the accounting cost for these stock options and do not correspond to the actual economic value that may be received by our directors upon the exercise of the stock options or any sale of the underlying shares of common stock.

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- (4) Dr. Molina was appointed to our board in January 2022 and did not receive any compensation from us in fiscal year 2021.
- (5) Dr. Paoletti resigned from our board in June 2021.
- (6) Dr. Vickers was appointed to our board in January 2021.

As of December 31, 2021, Dr. Clackson held stock options to purchase 77,338 shares of our common stock and 2,750 restricted stock units; Ms. Fanucci held stock options to purchase 67,987 shares of our common stock and 2,750 restricted stock units; Dr. Frederick held stock options to purchase 33,375 shares of our common stock and 2,750 restricted stock units; Dr. Kolchinsky held options to purchase 25,908 shares of our common stock and 2,750 restricted stock units; Dr. Paoletti held stock options to purchase 59,612 shares of our common stock; Dr. Vickers held stock options to purchase 33,375 shares of our common stock and 2,750 restricted stock units; Mr. Wiggans held options to purchase 33,375 shares of our common stock and 2,750 restricted stock units; and Mr. Wirth held stock options to purchase 67,987 shares of our common stock and 2,750 restricted stock units. Dr. Molina did not have any outstanding equity awards as of December 31, 2021.

Non-Employee Director Compensation Policy

Our non-employee directors are compensated pursuant to a non-employee director compensation policy, which we most recently amended and restated in June 2021, pursuant to which our non-employee directors are eligible to receive the following cash retainers:

Annual Retainer for Board Membership	
Annual service on the board of directors	\$40,000
Additional Annual Retainer for Committee Membership	
Annual service as member of the audit committee (other than chair)	\$ 7,500
Annual service as chair of the audit committee	\$15,000
Annual service as member of the compensation committee (other than chair)	\$ 5,000
Annual service as chair of the compensation committee	\$10,000
Annual service as member of the nominating and corporate governance committee (other than chair)	\$ 4,000
Annual service as chair of the nominating and corporate governance committee	\$ 8,000
Annual service as member of the research and development committee (other than chair)	\$ 5,000
Annual service as chair of the research and development committee	\$10,000
Additional Annual Retainer for Non-Executive Chairman of the Board	
Annual service as chairman of the board of directors	\$30,000

Our policy also provides that, upon initial election to our board of directors, each non-employee director will be granted an option to purchase 16,750 shares of our common stock and a restricted stock unit award for 5,500 shares of our common stock, referred to collectively herein as the Initial Grant. Furthermore, our policy provides that, on the date of each of our annual meeting of stockholders, each non-employee director who will continue as a non-employee director following such meeting will be granted an annual option to purchase 8,375 shares of our common stock and a restricted stock unit grant for 2,750 shares of our common stock, referred to collectively herein as the Annual Grant.

Each Annual Grant will vest in full on the earlier of (i) the first anniversary of the grant date or (ii) our next annual meeting of stockholders, subject to such director's continued service to us through the applicable vesting date. With respect to the Initial Grants, 33.3% of the shares subject to each Initial Grant will vest on the first anniversary of the applicable vesting commencement date, and the remaining 66.7% of the shares subject to each Initial Grant will vest, for the stock option, in 24 equal monthly installments thereafter and, for the restricted stock unit award, in 2 equal annual installments thereafter, subject to such director's continued service to us

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through the applicable vesting dates. Such awards are subject to full accelerated vesting upon the sale of the Company, subject to such director's continued service to us through the date of such sale.

Employee directors will receive no additional compensation for their service as a director. We will reimburse all reasonable out-of-pocket expenses incurred by directors for their attendance at meetings of our board of directors or any committee thereof.

EXECUTIVE OFFICERS

The following table identifies our executive officers and sets forth their current positions at Forma Therapeutics and their ages as of April 14, 2022.

<u>Name</u>	<u>Position Held with Forma Therapeutics Holdings, Inc.</u>	<u>Officer Since</u>	<u>Age</u>
Frank D. Lee	President, Chief Executive Officer and Director	2019	54
John E. Bishop, Ph.D.	Senior Vice President, Chief Technology Officer	2021	60
David N. Cook, Ph.D.	Senior Vice President, Chief Scientific Officer	2020	64
Patrick Kelly, M.D.	Senior Vice President, Chief Medical Officer	2019	57
Brian Lesser	Senior Vice President, Commercial	2021	47
Jeannette Potts, Ph.D., J.D.	Senior Vice President, General Counsel & Corporate Secretary	2019	60
Todd Shegog	Senior Vice President, Chief Financial Officer	2019	57
Mary Wadlinger	Senior Vice President, Corporate Affairs and Chief Human Resources Officer	2014	62

You should refer to “*Class III Directors*” above for information about our President and Chief Executive Officer, Frank D. Lee. Biographical information for our other executive officers, as of April 14, 2022, is set forth below.

John E. Bishop, Ph.D. Dr. Bishop has served as our Senior Vice President, Chief Technology Officer since June 2021. Prior to joining Forma, he served as Senior Vice President of Pharmaceutical Sciences at Epizyme, Inc., or Epizyme, from May 2017 to May 2021. Prior to Epizyme, Dr. Bishop was Executive Vice President of Pharmaceutical Sciences at Genocera Biosciences Inc. from May 2016 to May 2017. Prior to that, he held positions of increasing responsibility at Momenta Pharmaceuticals, Inc., including Senior Vice President, Pharmaceutical Sciences from December 2006 to May 2016 and Vice President, Pharmaceutical Sciences and Manufacturing from November 2004 to December 2006. Dr. Bishop received his B.S. magna cum laude in Chemistry and German from Tufts University, his Ph.D. in Organic Chemistry from University of California, Berkeley and his M.B.A. from Northeastern University.

David N. Cook, Ph.D. Dr. Cook has served as our Senior Vice President, Chief Scientific Officer since April 2020. Before joining the Company, Dr. Cook served as an independent consultant on product strategy at David N. Cook Consulting, a biopharmaceutical consulting firm, from March 2019 through March 2020 and as Executive Vice President of Research and Development and Chief Scientific Officer of Seres Therapeutics, Inc., a biotechnology company, from October 2012 through March 2019. From February 2010 to October 2012, Dr. Cook was the Chief Operating Officer at the International AIDS Vaccine Initiative, a global not-for-profit, research and development organization focused on the development of a safe and accessible vaccine for HIV. As Chief Operating Officer, Dr. Cook acted as the head of operations, overseeing seven international offices and research facilities. Dr. Cook holds an A.B. from Harvard College and his Ph.D. in Chemistry from the University of California, Berkeley.

Patrick Kelly, M.D. Dr. Kelly has served in increasing roles of responsibility at the Company since March 2016, most recently as our Senior Vice President, Chief Medical Officer since August 2019, and previously as our Vice President, Clinical Development from April 2018 to August 2019 and as our Head of Transitional Medicine from March 2016 to March 2018. Before joining the Company, Dr. Kelly served as Senior Medical Director of Early Development at Takeda Oncology, the global oncology business unit of Takeda Pharmaceutical Company Limited, from December 2014 through March 2016, and served as Vice President of Clinical Development at

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Infinity Pharmaceuticals, Inc. from August 2011 until November 2014. From July 1997 to May 2006, Dr. Kelly was a faculty member at St. Jude Children's Research Hospital and at Cincinnati Children's Hospital. Dr. Kelly received his B.S. in Biology from Loyola College and his M.D. from the University of Maryland School of Medicine.

Brian Lesser Mr. Lesser has served in increasing roles of responsibility at the Company since September 2019, most recently as our Senior Vice President, Commercial since November 2021 and prior to that as Vice President, Hematology Therapeutic Head from September 2019 to November 2021. Prior to joining Forma, he held a series of roles of increasing responsibility at Genentech, Inc., or Genentech, most recently as global lifecycle leader of Xofluza, an antiviral for influenza, from March 2017 to September 2019. His former roles at Genentech, from 2010 to 2017, included national sales director for transplant, director of marketing for breast cancer, director of marketing for Tamiflu, and brand director for transplant. Mr. Lesser received his B.A. in psychology from the University of Nebraska and his M.B.A. from Thunderbird School of Global Management.

Jeannette Potts, Ph.D., J.D. Dr. Potts has served as our Senior Vice President, General Counsel and Corporate Secretary since September 2019. Before joining the Company, Dr. Potts served in various roles at the U.S. headquarters of Takeda Pharmaceuticals Company Limited, most recently as Vice President, Head Counsel, Research and Development from March 2019 through August 2019, and as Vice President, Legal, Head, Global Research and Development Legal Practice Group from March 2015 through March 2019 and Vice President, Legal from March 2013 to March 2015. Dr. Potts holds a B.A. in biology from Smith College, a Ph.D. in anatomy and cell biology from the University of Virginia and a J.D. cum laude from Suffolk University.

Todd Shegog Mr. Shegog has served as our Senior Vice President, Chief Financial Officer since September 2019. Before joining the Company, Mr. Shegog served as Chief Financial Officer of the publicly traded company Synlogic, Inc. from September 2016 through September 2019. From April 2014 to August 2016, he served as the Senior Vice President and Chief Financial Officer of FORUM Pharmaceuticals, Inc., or Forum. Prior to Forum, he was Senior Vice President, Finance and Chief Financial Officer of Millennium Pharmaceuticals, Inc., The Takeda Oncology Company from 2008 to March 2014. Mr. Shegog has also served as a member of the board of directors of Cogent Biosciences, Inc. since February 2020. Mr. Shegog holds a B.S. in electrical engineering from Lafayette College and an M.B.A. in finance from the Tepper School of Business at Carnegie Mellon University.

Mary E. Wadlinger Ms. Wadlinger has served in varying roles at the Company since September 11, 2014, most recently as our Senior Vice President, Corporate Affairs and Chief Human Resources Officer since June 2019 and previously as our Senior Vice President, Chief Human Resources Officer from September 2014 through May 2019. Before joining the Company, Ms. Wadlinger served as Vice President, Human Resources at Millennium Pharmaceuticals, Inc., The Takeda Oncology Company from January 2003 to July 2014. Before entering the biotech sector, she served as Vice President, Human Resources and Customer Relations for a start-up consumer goods internet retailer and began her career in financial and operational auditing and reengineering. Ms. Wadlinger holds a B.S. in finance from the University of Maine Business School.

The principal occupation and employment during the past five years of each of our executive officers was carried on, in each case except as specifically identified above, with a corporation or organization that is not a parent, subsidiary or other affiliate of us. There is no arrangement or understanding between any of our executive officers and any other person or persons pursuant to which he or she was or is to be selected as an executive officer.

There are no material legal proceedings to which any of our executive officers is a party adverse to us or in which any such person has a material interest adverse to us.

EXECUTIVE COMPENSATION

Our named executive officers for the year ended December 31, 2021 are:

- Frank D. Lee, our President and Chief Executive Officer;
- Patrick Kelly, M.D., our Senior Vice-President and Chief Medical Officer; and
- Todd Shegog, our Senior Vice President and Chief Financial and Administrative Officer.

2021 Summary Compensation Table

The following table presents the compensation awarded to, earned by or paid to each of our named executive officers for the years indicated.

	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) (1)	Option Awards (\$) (2)	Non-Equity Incentive Plan Compensation (\$) (3)	All Other Compensation (\$) (4)	Total (\$)
Frank D. Lee	2021	620,000	—	3,774,128	4,570,481	325,314	17,884	9,307,807
<i>President and Chief Executive Officer</i>	2020	575,155	775,000	—	3,603,011	487,481	584,987	6,025,634
Patrick Kelly, M.D.	2021	455,280	—	1,049,034	1,305,853	163,901	17,400	2,991,468
<i>SVP, Chief Medical Officer</i>	2020	412,471	—	—	2,037,724	225,567	17,248	2,693,010
Todd Shegog	2021	435,984	—	1,100,385	1,305,853	166,372	17,890	3,026,484
<i>SVP, Chief Financial and Accounting Officer</i>	2020	406,969	57,500	—	1,338,914	224,781	17,600	2,045,764

- (1) The amounts reported represent the aggregate grant date fair value of the restricted stock units awarded to our named executive officers during fiscal year 2021, calculated in accordance with FASB ASC Topic 718. Such grant date fair values do not take into account any estimated forfeitures related to service-vesting conditions. The assumptions used in calculating the grant date fair value of the restricted stock units reported in this column are set forth in Note 12 of our consolidated financial statements included in our 2021 Annual Report. The amounts reported in this column reflect the accounting cost for these restricted stock units and do not correspond to the actual economic value that may be received by our named executive officers upon vesting or settlement of the restricted stock units.
- (2) The amounts reported represent the aggregate grant date fair value of the stock options awarded to our named executive officers during fiscal years 2020 and 2021, calculated in accordance with Financial Accounting Standards Board, or FASB, Accounting Standards Codification, or ASC, Topic 718. Such grant date fair values do not take into account any estimated forfeitures. The assumptions used in calculating the grant date fair value of the stock options reported in this column are set forth in Note 12 of our consolidated financial statements included in our 2021 Annual Report. The amounts reported in this column reflect the accounting cost for these stock options and do not correspond to the actual economic value that may be received by our named executive officers upon the exercise of the stock options or any sale of the underlying shares of common stock.
- (3) The amounts reported reflect annual bonuses earned by our named executive officers in fiscal year 2021 based on company and individual performance metrics.
- (4) The amounts reported include a 401(k) matching contribution and, for Mr. Lee and Mr. Shegog, a fitness-related reimbursement.

Narrative to 2021 Summary Compensation Table

Base salaries

We use base salaries to recognize the experience, skills, knowledge and responsibilities required of all our employees, including our named executive officers. Base salaries are reviewed annually, typically in connection with our annual performance review process, approved by our board of directors, and adjusted from time to time to realign salaries with market levels after taking into account individual responsibilities, performance and experience. For fiscal year 2021, the annual base salaries for each of Mr. Lee, Dr. Kelly, and Mr. Shegog were \$620,000, \$455,280 and \$435,984, respectively.

Bonuses

During fiscal year 2021, our named executive officers were eligible for incentive compensation opportunities. The Company provided its executive officers with the opportunity to earn a cash bonus based upon achievement of both corporate and individual goals determined by the board of directors based on a target percentage of annual base salary. The target bonus for Mr. Lee was 55% of his base salary and the target bonus for both Dr. Kelly and Mr. Shegog was 40% of their respective base salaries.

Equity Compensation

Although we do not have a formal policy with respect to the grant of equity incentive awards to our executive officers, we believe that equity grants provide our executives with a strong link to our long-term performance, create an ownership culture and help to align the interests of our executives and our stockholders. In addition, we believe that equity grants with a time-based vesting feature promote executive retention because this feature incentivizes our executive officers to remain in our employment during the vesting period. Accordingly, our board of directors periodically reviews the equity incentive compensation of our named executive officers and may grant equity incentive awards to them from time to time. During fiscal year 2021, we granted restricted stock units and stock options to purchase shares of our common stock to Mr. Lee, Dr. Kelly and Mr. Shegog, as described in more detail in the “*Outstanding Equity Awards at Fiscal 2021 Year-End*” table.

Perquisites

We generally do not provide perquisites to our executives, other than matching contributions to our 401(k) plan, reimbursements for certain travel and relocation expenses and certain other de minimis perquisites to our executive officers, including our named executive officers.

Forma Therapeutics, Inc. 401(k) Plan

We maintain a tax-qualified retirement plan that provides eligible U.S. employees with an opportunity to save for retirement on a tax-advantaged basis. Plan participants are able to defer eligible compensation subject to applicable annual Internal Revenue Code limits. We also provide a 100% matching contribution on up to the first 6% of an employee’s contributions. The 401(k) plan is intended to be qualified under Section 401(a) of the Internal Revenue Code with the 401(k) plan’s related trust intended to be tax exempt under Section 501(a) of the Internal Revenue Code. As a tax-qualified retirement plan, contributions to the 401(k) plan and earnings on those contributions are not taxable to the employees until distributed from the 401(k) plan.

Executive Employment Arrangements

In June 2020, we entered into employment agreements with each of Mr. Lee, Dr. Kelly, and Mr. Shegog. The employment agreements contain substantially similar terms that provide for Mr. Lee’s, Dr. Kelly’s and Mr. Shegog’s continued employment and set forth their annual base salary of \$591,321, \$432,000 and \$418,411, respectively, the terms of their discretionary annual bonus, the at-will nature of their employment, certain expense reimbursements, the terms of severance payments payable upon certain terminations of employment and their eligibility to participate in our benefit plans generally.

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As provided in his original employment agreement, Mr. Lee remained eligible to receive a monthly relocation stipend of \$15,000 plus a quarterly tax gross-up on such amount until he relocated to the Boston area and a \$500,000 relocation package at the time of his actual relocation to the Boston area (such amount includes a tax gross-up). Such relocation and final stipend was paid in December 2020.

In the event that Mr. Lee, Dr. Kelly or Mr. Shegog's service relationship with us is terminated without "cause" or for "good reason" (in each case, as defined in his or her employment agreement) within three months prior to, on, or within twelve months after the closing of a "change in control" (as defined in his employment agreement), such named executive officer will be entitled to the following severance benefits, subject to the named executive officer executing a separation agreement and it becoming effective, (i) a lump-sum payment equal to 1 times (or in the case of Mr. Lee, 1.5 times) of such named executive officer's then-current base salary or the base salary in effect immediately prior to the change in control, if higher, (ii) a lump-sum payment in an amount equal to 1 times (or in the case of Mr. Lee, 1.5 times) of such named executive officer's annual target bonus for the then-current year; (iii) immediate acceleration of all time-based stock options and other stock-based awards subject to time-based vesting held by such named executive officer, effective as of the later of the date of termination or the effective date of the separation agreement and release; and (iv) up to twelve months (or in the case of Mr. Lee, 18 months) of the employer portion of the COBRA premium amounts.

In the event that Mr. Lee, Dr. Kelly or Mr. Shegog's service relationship with us is terminated without "cause" or for "good reason," in each case, other than in connection with a change in control, such named executive officer will be entitled to the following severance benefits, subject to such executive officer executing a separation agreement and release and it becoming effective: (i) a lump-sum payment equal to twelve months of such named executive officer's then-current base salary; (ii) a lump-sum payment in an amount equal to such named executive officer's target bonus for the then-current year, prorated to reflect the amount of such target bonus he or she would have been entitled to receive for services performed through the applicable termination date; and (iii) up to twelve months of COBRA premium reimbursements.

Upon the occurrence of a change of control, all payments and benefits received by Mr. Lee, Dr. Kelly and Mr. Shegog in connection with a change of control that constitute "excess parachute payments" under Section 280G of the Code will be subject to a modified economic cutback treatment such that the "excess parachute payments" to be received by each such affected named executive officer will either be (i) paid in full or (ii) reduced below such named executive officer's threshold amount under Code Section 280G in order to avoid triggering the excise tax that would otherwise be payable on such "excess parachute payment" amounts.

In addition, each of our named executive officers previously entered into our standard confidential information, non-competition, non-solicitation, and invention assignment agreement with us which continues to remain in effect and contains protections of confidential information, requires the assignment of inventions and contains other restrictive covenants.

Compensation Risk Assessment

We believe that although a portion of the compensation provided to our executive officers and other employees is performance-based, our executive compensation program does not encourage excessive or unnecessary risk taking. This is primarily due to the fact that our compensation programs are designed to encourage our executive officers and other employees to remain focused on both short-term and long-term strategic goals, in particular in connection with our pay-for-performance compensation philosophy. As a result, we do not believe that our compensation programs are reasonably likely to have a material adverse effect on us.

Outstanding Equity Awards at Fiscal 2021 Year-End

The following table sets forth information regarding outstanding equity awards held by our named executive officers as of fiscal year 2021:

NAME	OPTION AWARDS (1)					STOCK AWARDS	
	Vesting Commencement Date	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) (2)
Frank D. Lee	3/27/2019	466,370	211,987	5.05	11/20/2029	—	—
	11/21/2019	36,528	33,606	5.05	11/20/2029	—	—
	2/12/2020	342,879	405,221	5.43	2/11/2030	—	—
	6/18/2020	26,913	44,857	20.00	6/17/2030	—	—
	2/22/2021	—	175,875	38.61	2/25/2031	—	—
	2/22/2021 (4)	—	—	—	—	40,000	568,800
	2/22/2021 (5)	—	—	—	—	57,750	821,205
Patrick Kelly, M.D.	11/6/2018 (3)	—	—	—	—	5,687	80,869
	11/21/2019	36,528	33,606	5.05	11/20/2029	—	—
	2/12/2020	64,289	75,979	5.43	2/11/2030	—	—
	6/18/2020	43,833	73,057	20.00	6/17/2030	—	—
	2/22/2021	—	50,250	38.61	2/25/2031	—	—
	2/22/2021 (4)	—	—	—	—	10,670	151,727
	2/22/2021 (5)	—	—	—	—	16,500	234,630
Todd Shegog	9/23/2019	86,359	67,169	5.05	11/20/2029	—	—
	11/21/2019	6,088	5,601	5.05	11/20/2029	—	—
	2/12/2020	53,574	63,316	5.43	2/11/2030	—	—
	6/18/2020	26,300	43,834	20.00	6/17/2030	—	—
	2/22/2021	—	50,250	38.61	2/25/2031	—	—
	2/22/2021 (4)	—	—	—	—	12,000	170,640
	2/22/2021 (5)	—	—	—	—	16,500	234,630

- (1) One-fourth of the shares subject to the stock option vest on the one year anniversary of the vesting commencement date, subject to the named executive officer's continuous service relationship with us through such date. Thereafter, 1/48 of the shares subject to the stock option vest on a monthly basis following the one year anniversary of the vesting commencement date, subject to the named executive officer's continuous service relationship with us through each applicable vesting date.
- (2) This column represents the market value of the shares underlying the restricted stock or restricted stock units as of December 31, 2021, based on the closing price of our common stock, as reported on Nasdaq, of \$14.22 per share on December 31, 2021.
- (3) One-fourth of the shares subject to the award vest on the one year anniversary of the vesting commencement date, subject to the named executive officer's continuous service relationship with us through such date. Thereafter, 1/48th of the shares subject to the award vest on a monthly basis following the one year anniversary of the vesting commencement date, subject to the named executive officer's continuous service relationship with us through each applicable vesting date.
- (4) All of the restricted stock units subject to the award vest on the one year anniversary of the vesting commencement date, subject to the named executive officer's continuous service relationship with us through such date.
- (5) One-fourth of the shares subject to the award vest on the one year anniversary of the vesting commencement date, subject to the named executive officer's continuous service relationship with us through such date. Thereafter, the remaining shares subject to the award vest in three equal annual installments, subject to the named executive officer's continuous service relationship with us through each applicable vesting date.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Certain Relationships and Transactions

Other than the compensation agreements and other arrangements described under “Executive Compensation” and “Non-Employee Director Compensation” in this proxy statement and the transactions described below, since January 1, 2021, there has not been and there is not currently proposed, any transaction or series of similar transactions to which we were, or will be, a party in which the amount involved exceeded, or will exceed, \$120,000 (or, if less, 1% of the average of our total assets amounts at December 31, 2021 and 2020) and in which any director, executive officer, holder of five percent or more of any class of our capital stock or any member of the immediate family of, or entities affiliated with, any of the foregoing persons, had, or will have, a direct or indirect material interest.

Indemnification Agreements

In connection with our initial public offering in June 2020, we entered into new agreements to indemnify our directors and executive officers. These agreements, among other things, require us to indemnify these individuals for certain expenses (including attorneys’ fees), judgments, fines and settlement amounts reasonably incurred by such person in any action or proceeding, including any action by or in our right, on account of any services undertaken by such person on behalf of our company or that person’s status as a member of our board of directors to the maximum extent allowed under Delaware law.

Policies for Approval of Related Party Transactions

Our board of directors reviews and approves transactions with directors, officers and holders of five percent or more of our voting securities and their affiliates, each a related party. Prior to our initial public offering in June 2020, the material facts as to the related party’s relationship or interest in the transaction were disclosed to our board of directors prior to their consideration of such transaction, and the transaction was not considered approved by our board of directors unless a majority of the directors who are not interested in the transaction approved the transaction. Further, when stockholders are entitled to vote on a transaction with a related party, the material facts of the related party’s relationship or interest in the transaction were disclosed to the stockholders, who must approve the transaction in good faith.

In connection with our initial public offering in June 2020, we adopted a written related party transactions policy that provides that such transactions must be approved by our audit committee. This policy became effective on the date on which the registration statement related to our initial public offering was declared effective by the SEC. Pursuant to this policy, the audit committee has the primary responsibility for reviewing and approving or disapproving “related party transactions,” which are transactions between us and related persons in which the aggregate amount involved exceeds or may be expected to exceed \$120,000 and in which a related person has or will have a direct or indirect material interest. For purposes of this policy, a related person will be defined as a director, executive officer, nominee for director, or greater than 5% beneficial owner of our common stock, in each case since the beginning of the most recently completed year, and their immediate family members.

PRINCIPAL STOCKHOLDERS

The following table sets forth information, to the extent known by us or ascertainable from public filings, with respect to the beneficial ownership of our common stock as of April 14, 2022 by:

- each of our directors;
- each of our named executive officers;
- all of our directors and executive officers as a group; and
- each person, or group of affiliated persons, who is known by us to beneficially own greater-than-5.0% of our common stock.

The column entitled “Shares Beneficially Owned” is based on a total of 47,801,029 shares of our common stock outstanding as of April 14, 2022, which includes 2,505,825 shares of non-voting common stock.

Beneficial ownership is determined in accordance with the rules and regulations of the SEC and includes voting or investment power with respect to our common stock. Shares of our common stock subject to options that are currently exercisable or exercisable within 60 days of April 14, 2022 are considered outstanding and beneficially owned by the person holding the options for the purpose of calculating the percentage ownership of that person but not for the purpose of calculating the percentage ownership of any other person. Except as otherwise noted, the persons and entities in this table have sole voting and investing power with respect to all of the shares of our common stock beneficially owned by them, subject to community property laws, where applicable. Except as otherwise indicated in the table below, addresses of named beneficial owners are in care of Forma Therapeutics Holdings, Inc., 300 North Beacon Street, Suite 501, Watertown, Massachusetts 02472.

<u>Name and address of beneficial owner</u>	<u>Shares beneficially owned</u>	
	<u>Number</u>	<u>Percentage</u>
> 5% Stockholders:		
BlackRock, Inc. (1)	3,026,666	6.33%
Entities Affiliated with Cormorant Global (2)	4,639,998	9.71%
FMR LLC (3)	3,877,052	8.11%
Vanguard Group (4)	2,860,653	5.98%
Entities Affiliated with RA Capital Management, L.P. (5)	9,029,184	18.89%
Named Executive Officers and Directors:		
Frank D. Lee (6)	1,143,061	2.34%
Timothy P. Clackson, Ph.D. (7)	102,118	*
Marsha Fanucci (8)	123,269	*
Wayne A.I. Frederick, M.D. (9)	26,397	*
Peter Kolchinsky, Ph.D. (10)	28,658	*
Arturo Molina, M.D.	—	*
Thomas G. Wiggans (11)	25,703	*
Peter Wirth (12)	198,402	*
Selwyn M. Vickers, M.D. (13)	22,923	*
Patrick Kelly, M.D. (14)	249,877	*
Todd Shegog (15)	237,588	*
All executive officers and directors as a group (16 persons) (16)	2,914,634	5.79%

* Represents beneficial ownership of less than one percent.

(1) Information herein is solely based on a Schedule 13G/A filed by BlackRock, Inc. with the SEC on February 3, 2022. The shares reported as being beneficially held by BlackRock, Inc. may be held by one or more of the following subsidiaries: Aperio Group, LLC; BlackRock Advisors, LLC; BlackRock (Netherlands) B.V.; BlackRock Institutional Trust Company, National Association; BlackRock Asset

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Management Ireland Limited; BlackRock Financial Management, Inc.; BlackRock Asset Management Schweiz AG; BlackRock Investment Management, LLC; BlackRock Investment Management (UK) Limited; BlackRock Asset Management Canada Limited; BlackRock (Luxembourg) S.A.; BlackRock Investment Management (Australia) Limited; BlackRock Fund Advisors; and BlackRock Fund Managers Ltd. The address for BlackRock, Inc. is 55 East 52nd Street, New York, NY 10055.

- (2) Information herein is solely based on a Schedule 13G/A filed by (i) Cormorant Global Healthcare Master Fund, LP; (ii) Cormorant Global Healthcare GP, LLC; (iii) Cormorant Private Healthcare Fund II, LP; (iv) Cormorant Private Healthcare GP II, LLC; (v) Cormorant Asset Management, LP; and (vi) Bihua Chen, or collectively, the Cormorant Reporting Persons, with the SEC on February 14, 2022. Cormorant Global Healthcare GP, LLC, and Cormorant Private Healthcare GP II, LLC serve as the general partners of the Master Fund and Fund II, respectively. Cormorant Asset Management, LP serves as the investment manager to the Master Fund and Fund II. Bihua Chen serves as the managing member of Cormorant Global Healthcare GP, LLC, Cormorant Private Healthcare GP II, LLC and the general partner of Cormorant Asset Management, LP. Each of the Cormorant Reporting Persons disclaims beneficial ownership of the shares reported except to the extent of its or his pecuniary interest therein. The address for each of the Cormorant Reporting Persons is 200 Clarendon Street, 52nd Floor, Boston Massachusetts 02116.
- (3) Information herein is solely based on a Schedule 13G/A filed by FMR LLC with the SEC on February 8, 2022. The shares reported as being beneficially held by FMR LLC may be held by one or more of the following subsidiaries: FIAM LLC; Fidelity Institutional Asset Management Trust Company; Fidelity Management & Research Company LLC; and Strategic Advisers LLC. Abigail P. Johnson is a Director, the Chairman, and the Chief Executive Officer of FMR LLC. Members of the Johnson family, including Abigail P. Johnson, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC. Neither FMR LLC nor Abigail P. Johnson has the sole power to vote or direct the voting of the shares owned directly by the various investment companies registered under the Investment Company Act, or the Fidelity Funds, advised by Fidelity Management & Research Company LLC, or the FMR Co. LLC, a wholly owned subsidiary of FMR LLC, which power resides with the Fidelity Funds' Boards of Trustees. FMR Co. LLC carries out the voting of the shares under written guidelines established by the Fidelity Funds' Boards of Trustees. The address of the entities and individuals listed above is 245 Summer Street, Boston, Massachusetts 02210.
- (4) Information herein is solely based on a Schedule 13G filed by The Vanguard Group with the SEC on February 9, 2022. The address of the entities and individuals listed above is 100 Vanguard Boulevard, Malvern, Pennsylvania 19355.
- (5) Information herein is solely based on a Schedule 13D/A filed by RA Capital Management, L.P., or RA Capital, Peter Kolchinsky, Rajeev Shah and RA Capital Healthcare Fund, L.P. with the SEC on October 21, 2021. Consists of (i) 7,500,226 shares held by RA Capital Healthcare Fund, L.P., or the Fund, and (ii) 1,511,425 shares held by RA Capital Nexus Fund, L.P., or the Nexus Fund. RA Capital Healthcare Fund GP, LLC is the general partner of the Fund and RA Capital Nexus Fund GP, LLC is the general partner of the Nexus Fund. The general partner of RA Capital is RA Capital Management GP, LLC, of which Dr. Kolchinsky and Mr. Shah are the controlling persons. RA Capital serves as investment adviser for the Fund and the Nexus Fund and may be deemed a beneficial owner, for purposes of Section 13(d) of the Exchange Act, of any securities of Forma Therapeutics held by the Fund or the Nexus Fund. The Fund and the Nexus Fund have delegated to RA Capital the sole power to vote and the sole power to dispose of all securities held in the Fund's and the Nexus Fund's portfolio. Because the Fund and the Nexus Fund have divested themselves of voting and investment power over the reported securities they hold and may not revoke that delegation on less than 61 days' notice, the Fund and the Nexus Fund disclaim beneficial ownership of the securities they hold for purposes of Section 13(d) of the Exchange Act and therefore disclaim any obligation to report ownership of the reported securities under Section 13(d) of the Exchange

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Act. As managers of RA Capital, Dr. Kolchinsky and Mr. Shah may be deemed beneficial owners, for purposes of Section 13(d) of the Exchange Act, of any securities of Forma beneficially owned by RA Capital. RA Capital, Dr. Kolchinsky, and Mr. Shah disclaim beneficial ownership of the securities reported. Dr. Kolchinsky is a member of our board of directors. The business address for RA Capital Management is 200 Berkeley Street, 18th Floor, Boston, MA 02116.

- (6) Consists of (i) 36,456 restricted stock units which are vested or shall vest within 60 days of April 14, 2022, and (ii) 1,106,605 shares of common stock subject to options held by Mr. Lee which are vested and exercisable within 60 days of April 14, 2022.
- (7) Consists of (i) 23,590 shares of common stock, (ii) 2,750 restricted stock units which are vested or shall vest within 60 days of April 14, 2022, and (iii) 75,778 shares of common stock subject to options held by Dr. Clackson which are vested and exercisable within 60 days of April 14, 2022.
- (8) Consists of (i) 52,532 shares of common stock, (ii) 2,750 restricted stock units which are vested or shall vest within 60 days of April 14, 2022, and (iii) 67,987 shares of common stock subject to options held by Ms. Fanucci which are vested and exercisable within 60 days of April 14, 2022.
- (9) Consists of (i) 2,750 restricted stock units which are vested or shall vest within 60 days of April 14, 2022, and (ii) 23,647 shares of common stock subject to options held by Dr. Frederick which are vested and exercisable within 60 days of April 14, 2022.
- (10) Consists of (i) 2,750 restricted stock units which are vested or shall vest within 60 days of April 14, 2022, and (ii) 25,908 shares of common stock subject to options held by Dr. Kolchinsky which are vested and exercisable within 60 days of April 14, 2022.
- (11) Consists of (i) 2,750 restricted stock units which are vested or shall vest within 60 days of April 14, 2022, and (ii) 22,953 shares of common stock subject to options held by Dr. Wiggans which are vested and exercisable within 60 days of April 14, 2022.
- (12) Consists of (i) 127,665 shares of common stock, (ii) 2,750 restricted stock units which are vested or shall vest within 60 days of April 14, 2022, and (iii) 67,987 shares of common stock subject to options held by Mr. Wirth which are vested and exercisable within 60 days of April 14, 2022.
- (13) Consists of (i) 2,750 restricted stock units which are vested or shall vest within 60 days of April 14, 2022, and (ii) 20,173 shares of common stock subject to options held by Dr. Vickers which are vested and exercisable within 60 days of April 14, 2022.
- (14) Consists of (i) 57,959 shares of common stock, (ii) 9,550 restricted stock units which are vested or shall vest within 60 days of April 14, 2022, and (iii) 182,368 shares of common stock subject to options held by Dr. Kelly which are vested and exercisable within 60 days of April 14, 2022.
- (15) Consists of (i) 10,438 restricted stock units which are vested or shall vest within 60 days of April 14, 2022, and (ii) 227,150 shares of common stock subject to options held by Mr. Shegog which are vested and exercisable within 60 days of April 14, 2022.
- (16) See notes (6) through (15) above; also consists of (i) 118,975 shares of common stock, (ii) 30,716 restricted stock units which are vested or shall vest within 60 days of April 14, 2022, and (iii) 606,947 shares subject to options vested and exercisable within 60 days of April 14, 2022 held by our other executive officers, including John E. Bishop, Ph.D., David N. Cook, Brian Lesser, Jeannette Potts, Ph.D., J.D. and Mary E. Wadlinger.

DELINQUENT SECTION 16(a) REPORTS

Section 16(a) of the Exchange Act requires our directors, executive officers, and persons holding more than 10% of our common stock to report their initial ownership of the common stock and other equity securities and any changes in that ownership in reports that must be filed with the SEC. The SEC has designated specific deadlines for these reports, and we must identify in this proxy statement those persons who did not file these reports when due. During the year ended December 31, 2021, Selwyn M. Vickers, M.D., a member of our board of directors, filed one Form 4 late with respect to a single stock option grant granted on January 5, 2021 in connection with his appointment to our board of directors.

Based solely on a review of reports furnished to us, or written representations from reporting persons, other than as disclosed above, we believe all directors, executive officers, and 10% owners timely filed all reports regarding transactions in our securities required to be filed for 2021 by Section 16(a) under the Exchange Act. In making this statement, the Company has relied solely upon an examination of the copies of Forms 3, 4 and 5, and amendments thereto, provided to the Company and the written representations of its reporting persons.

REPORT OF THE AUDIT COMMITTEE

The audit committee is appointed by the board of directors to assist the board of directors in fulfilling its oversight responsibilities with respect to (1) the integrity of Forma's financial statements and financial reporting process and systems of internal controls regarding finance, accounting, and compliance with legal and regulatory requirements, (2) the qualifications, independence, and performance of Forma's independent registered public accounting firm, (3) the performance of Forma's internal audit function, if any, and (4) other matters as set forth in the charter of the audit committee approved by the board of directors.

Management is responsible for the preparation of Forma's financial statements and the financial reporting process, including its system of internal control over financial reporting and its disclosure controls and procedures. The independent registered public accounting firm is responsible for performing an audit of Forma's financial statements in accordance with the standards of the PCAOB and issuing a report thereon. The audit committee's responsibility is to monitor and oversee these processes.

In connection with these responsibilities, the audit committee reviewed and discussed with management and the independent registered public accounting firm the audited consolidated financial statements of Forma for the fiscal year ended December 31, 2021, including internal control testing under Section 404 of the Sarbanes-Oxley Act of 2002, as amended. The audit committee also discussed with the independent registered public accounting firm the matters required to be discussed by the applicable requirements of the PCAOB and the SEC. In addition, the audit committee received written disclosures and the letter from the independent registered public accounting firm as required by the applicable requirements of the PCAOB regarding the independent registered public accounting firm's communications with the audit committee concerning independence and has discussed with the independent registered public accounting firm their independence.

Based on the reviews and discussions referred to above, the audit committee recommended to the board of directors that the audited consolidated financial statements of Forma be included in Forma's Annual Report on Form 10-K for the fiscal year ended December 31, 2021, that was filed with the SEC. The information contained in this report shall not be deemed to be (1) "soliciting material," (2) "filed" with the SEC, (3) subject to Regulations 14A or 14C of the Exchange Act, or (4) subject to the liabilities of Section 18 of the Exchange Act. This report shall not be deemed incorporated by reference into any of our other filings under the Exchange Act or the Securities Act, except to the extent that we specifically incorporate it by reference into such filing.

THE AUDIT COMMITTEE OF THE BOARD OF
DIRECTORS OF FORMA THERAPEUTICS
HOLDINGS, INC.

Marsha Fanucci, Chairperson
Selwyn M. Vickers, M.D.
Peter Wirth, J.D.

April 27, 2022

HOUSEHOLDING

Some banks, brokers and other nominee record holders may be participating in the practice of “householding” proxy statements and annual reports. This means that only one copy of our Notice of Internet Availability of Proxy Materials may have been sent to multiple stockholders in your household. We will promptly deliver a separate copy of our proxy materials, including this proxy statement and the Annual Report, to you upon written or oral request to Forma Therapeutics Holdings, Inc., 300 North Beacon Street, Suite 501, Watertown, Massachusetts 02472, Attention: Corporate Secretary, telephone: (617) 679-1970. If you want to receive separate copies of the proxy statement or Annual Report to stockholders in the future, or if you are receiving multiple copies and would like to receive only one copy per household, you should contact your bank, broker or other nominee record holder, or you may contact us at the above address and phone number.

STOCKHOLDER PROPOSALS

A stockholder who would like to have a proposal considered for inclusion in our 2023 proxy statement must submit the proposal in accordance with the procedures outlined in Rule 14a-8 of the Exchange Act so that it is received by us no later than December 28, 2022. However, if the date of the 2023 Annual Meeting of Stockholders is changed by more than 30 days from the date of the previous year’s meeting, then the deadline is a reasonable time before we begin to print and send our proxy statement for the 2023 Annual Meeting of Stockholders. SEC rules set standards for eligibility and specify the types of stockholder proposals that may be excluded from a proxy statement.

If a stockholder wishes to propose a nomination of persons for election to our board of directors or present a proposal at an annual meeting but does not wish to have the proposal considered for inclusion in our proxy statement and proxy card, our bylaws establish an advance notice procedure for such nominations and proposals. Stockholders at an annual meeting may only consider proposals or nominations specified in the notice of meeting or brought before the meeting by or at the direction of the board of directors or by a stockholder of record on the record date for the meeting, who is entitled to vote at the meeting and who has delivered timely notice in proper form to our corporate secretary of the stockholder’s intention to bring such business before the meeting. In addition, to comply with the SEC’s new universal proxy rules (once effective), stockholders who intend to solicit proxies in support of director nominees other than our nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act no later than April 9, 2023.

The required notice must be in writing and received by our corporate secretary at our principal executive offices not less than 90 days nor more than 120 days prior to the first anniversary of the preceding year’s annual meeting. However, in the event that the date of the annual meeting is advanced by more than 30 days, or delayed by more than 60 days, from the first anniversary of the preceding year’s annual meeting, a stockholder’s notice must be so received no earlier than the 120th day prior to such annual meeting and not later than the close of business on the later of (A) the 90th day prior to such annual meeting and (B) the tenth day following the day on which notice of the date of such annual meeting was mailed or public disclosure of the date of such annual meeting was made, whichever first occurs. For stockholder proposals to be brought before the 2023 Annual Meeting, the required notice must be received by our corporate secretary at our principal executive offices no earlier than February 8, 2023 and no later than March 10, 2023.

Stockholder proposals and the required notice should be addressed to:

Forma Therapeutics Holdings, Inc.
Attention: Corporate Secretary
300 North Beacon Street, Suite 501
Watertown, Massachusetts 02472

OTHER MATTERS

Our board of directors does not know of any other matters to be brought before the Annual Meeting. If any other matters not mentioned in this proxy statement are properly brought before the meeting, the individuals named in the enclosed proxy intend to use their discretionary voting authority under the proxy to vote the proxy in accordance with their best judgment on those matters.



FORMA THERAPEUTICS HOLDINGS, INC.
300 NORTH BEACON ST., SUITE 501
WATERTOWN, MA 02472



**SCAN TO
VIEW MATERIALS & VOTE**



VOTE BY INTERNET

Before The Meeting - Go to www.proxyvote.com or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on June 7, 2022. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/EMTX2022

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on June 7, 2022. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

D80138-P68747

KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

FORMA THERAPEUTICS HOLDINGS, INC. The Board of Directors recommends voting "FOR" the election of Peter Wirth, J.D. and Timothy P. Clackson, Ph.D. as Class II Directors, to serve for a three-year term ending at the Annual Meeting of Shareholders to be held in 2025.		For All <input type="checkbox"/>	Withhold All <input type="checkbox"/>	For All Except <input type="checkbox"/>	To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.	
1. To elect two Class II Directors to serve for a three-year term ending at the Annual Meeting of Shareholders to be held in 2025. Nominees: 01) Peter Wirth, J.D. 02) Timothy P. Clackson, Ph.D.						
The Board of Directors recommends voting "FOR" Proposal No. 2 to ratify the appointment of Ernst & Young LLP as Forma's independent registered public accounting firm for the fiscal year ending December 31, 2022.						For Against Abstain <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
2. Ratification of the Appointment of Ernst & Young LLP as Forma Therapeutics Holdings, Inc.'s Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2022.						<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
The Board of Directors recommends voting "FOR" Proposal No. 3 to approve, on a non-binding advisory basis, the compensation of the named executive officers.						<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
3. Approval, on a non-binding advisory basis, of the compensation of Forma's named executive officers.						<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
The Board of Directors recommends voting, on a non-binding advisory basis, for every "1 YEAR" as the frequency for future advisory stockholder votes regarding the compensation of Forma's named executive officers.						1 Year 2 Years 3 Years Abstain <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
4. Approval, on a non-binding advisory basis, of the frequency of future stockholder advisory votes on the compensation of Forma's named executive officers.						<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
NOTE: To transact such other business as may properly come before the Annual Meeting or any adjournment thereof.						
Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.						
<input type="text"/> Signature [PLEASE SIGN WITHIN BOX]		<input type="text"/> Date		<input type="text"/> Signature (Joint Owners)		<input type="text"/> Date

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement and Form 10-K are available at www.proxyvote.com.

D80139-P68747

FORMA THERAPEUTICS HOLDINGS, INC.
Annual Meeting of Shareholders
June 8, 2022 2:00 PM, EDT
This proxy is solicited by the Board of Directors

The shareholder(s) hereby appoint(s) Frank D. Lee and Todd Shegog, or either of them, as proxies, each with the power to appoint their substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Common Stock of FORMA THERAPEUTICS HOLDINGS, INC. that the shareholder(s) is/are entitled to vote at the Annual Meeting of Shareholders to be held at 2:00 PM, EDT on June 8, 2022, virtually at www.virtualshareholdermeeting.com/FMTX2022, and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

Continued and to be signed on reverse side