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

**FORM S-8
REGISTRATION STATEMENT**
*Under
The Securities Act of 1933*

FORMA THERAPEUTICS HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

37-1657129
(I.R.S. Employer
Identification No.)

**500 Arsenal Street, Suite 100
Watertown, MA 02472
(617) 679-1970**
(Address, including zip code and telephone number, including area code, of Registrant's principal executive offices)

**Forma Therapeutics Holdings, Inc. 2020 Stock Option and Incentive Plan
Forma Therapeutics Holdings, Inc. 2020 Employee Stock Purchase Plan**
(Full title of the plans)

**Frank D. Lee
President and Chief Executive Officer
500 Arsenal Street, Suite 100
Watertown, MA 02472
(617) 679-1970**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee(6)
Common Stock, \$0.001 par value per share	1,892,009 (2)	\$25.93 (3)	\$49,059,793.37	\$5,352.43
Common Stock, \$0.001 par value per share	472,487 (4)	\$22.04 (5)	\$10,413,613.48	\$1,136.13
Total	2,364,496		\$59,473,406.85	\$6,488.56

- (1) In accordance with Rule 416(a) under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions effected without the receipt of consideration which results in an increase in the number of our outstanding shares of common stock.
- (2) Consists of 1,892,009 additional shares issuable under the 2020 Stock Option and Incentive Plan (the "2020 Plan"), which represents the automatic annual increase to the number of shares available for issuance under the 2020 Plan effective as of January 1, 2021. Shares available for issuance under the 2020 Plan were previously registered on registration statement on Form S-8 filed with the Securities and Exchange Commission on June 23, 2020 (File No. 333-239369).
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended. The price per share and aggregate offering price are calculated on the basis of \$25.93, the average of the high and low price of the registrant's Common Stock as reported on the Nasdaq Global Market on March 26, 2021.
- (4) Consists of 472,487 additional shares issuable under the 2020 Employee Stock Purchase Plan (the "2020 ESPP"), which represents the automatic annual increase to the number of shares available for issuance under the 2020 ESPP effective as of January 1, 2021. Shares available for issuance under the 2020 ESPP were previously registered on registration statement on Form S-8 filed with the Securities and Exchange Commission on June 23, 2020 (File No. 333-239369).
- (5) The price of \$22.04 per share, which is 85% of the average of the high and low sale prices of the Common Stock of the Registrant as quoted on the Nasdaq Global Market on March 26, 2021, is set forth solely for purposes of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act of 1933, as amended, and has been used as these shares are without a fixed price. Pursuant to the 2020 ESPP, the purchase price of the shares of Common Stock reserved for issuance thereunder will be 85% of the fair market value of a share of Common Stock on the first trading day of the offering period or on the exercise date, whichever is less.
- (6) Calculated pursuant to Section 6(b) of the Securities Act of 1933, as amended.

STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 is filed to register the offer and sale of (i) an additional 1,892,009 shares of the Registrant's common stock, \$0.001 par value per share, to be issued under the Registrant's 2020 Stock Option and Incentive Plan and (ii) an additional 472,487 shares of the Registrant's common stock, \$0.001 par value per share, to be issued under the Registrant's 2020 Employee Stock Purchase Plan. This Registration Statement incorporates by reference the contents of the registration statement on [Form S-8](#), File No. 333-239369, filed by the Registrant on June 23, 2020, relating to the Registrant's 2020 Stock Option and Incentive Plan and 2020 Employee Stock Purchase Plan pursuant to General Instruction E.

Part II

Item 8. Exhibits.

The exhibits to this Registration Statement are listed in the Exhibit Index attached hereto and incorporated by reference herein.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
4.1	Second Amended and Restated Certificate of Incorporation (Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-39333) filed on June 23, 2020).
4.2	Amended and Restated Bylaws (Incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-39333) filed on June 23, 2020).
4.3	Third Amended and Restated Investors' Rights Agreement among the Registrant and certain of its stockholders, dated December 18, 2019 (Incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-238783)).
5.1*	Opinion of Goodwin Procter LLP.
23.1*	Consent of Ernst & Young, Independent Registered Public Accounting Firm.
23.2*	Consent of Goodwin Procter LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (included on signature page).
99.1	2020 Stock Option and Incentive Plan, and forms of award agreements thereunder (Incorporated by reference to Exhibit 10.2 to the registrant's Registration Statement on Form S-1, as amended (File No. 333-238783) filed with the SEC on June 15, 2020).
99.2	2020 Employee Stock Purchase Plan (Incorporated by reference to Exhibit 10.5 to the registrant's Registration Statement on Form S-1, as amended (File No. 333-238783) filed with the SEC on June 15, 2020).

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Watertown, Commonwealth of Massachusetts, on this 30th day of March, 2021.

FORMA THERAPEUTICS HOLDINGS, INC.

By: /s/ Frank D. Lee

Name: Frank D. Lee

Title: *President, Chief Executive Officer and Director*

POWER OF ATTORNEY AND SIGNATURES

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

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

Name	Title	Date
<u>/s/ Frank D. Lee</u> Frank D. Lee	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 30, 2021
<u>/s/ Todd Shegog</u> Todd Shegog	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	March 30, 2021
<u>/s/ Timothy P. Clackson</u> Timothy P. Clackson, Ph.D.	Director	March 30, 2021
<u>/s/ Marsha Fanucci</u> Marsha Fanucci	Director	March 30, 2021
<u>/s/ Wayne A.I. Frederick, M.D.</u> Wayne A.I. Frederick, M.D.	Director	March 30, 2021
<u>/s/ Peter Kolchinsky</u> Peter Kolchinsky, Ph.D.	Director	March 30, 2021
<u>/s/ Paolo Paoletti</u> Paolo Paoletti, M.D.	Director	March 30, 2021

<u>/s/ Selwyn M. Vickers, M.D.</u> Selwyn M. Vickers, M.D.	Director	March 30, 2021
<u>/s/ Thomas G. Wiggans</u> Thomas G. Wiggans	Director	March 30, 2021
<u>/s/ Peter J. Wirth</u> Peter J. Wirth, J.D.	Director	March 30, 2021

March 30, 2021

Forma Therapeutics Holdings, Inc.
500 Arsenal Street, Suite 100
Watertown, MA 02472

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 2,364,496 shares (the "Shares") of Common Stock, \$0.001 par value per share ("Common Stock"), of Forma Therapeutics Holdings, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2020 Stock Option and Incentive Plan and 2020 Employee Stock Purchase Plan (collectively, the "Plans").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plans, will be validly issued, fully paid and nonassessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP

GOODWIN PROCTER LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2020 Stock Option and Incentive Plan and the 2020 Employee Stock Purchase Plan of Forma Therapeutics Holdings, Inc. of our report dated March 30, 2021, with respect to the consolidated financial statements of Forma Therapeutics Holdings, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2020, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
March 30, 2021