

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

FORM 8-K
CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): January 28, 2021

FS DEVELOPMENT CORP.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-39438 (Commission File Number)	85-1612845 (I.R.S. Employer Identification No.)
600 Montgomery Street, Suite 4500 San Francisco, California (Address of principal executive offices)		94111 (Zip Code)

(415) 877-4887
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencements communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbols	Name of each exchange on which registered
Class A common stock, par value \$0.0001 per share	FSDC	The Nasdaq Capital Market

- Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).
- 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 13(a) of the Exchange Act.

Item 8.01. Other Events.

On January 19, 2021, FS Development Corp., a Delaware corporation (the “Company”), issued a press release announcing that its registration statement on Form S-4 (File No. 333-249785) (as amended, the “Registration Statement”), relating to the previously announced business combination (the “Business Combination”) with Gemini Therapeutics, Inc. (“Gemini”), had been declared effective by the U.S. Securities and Exchange Commission (“SEC”). In the Registration Statement, the conversion ratio (the “Conversion Ratio”) for determining the number of shares of the Company’s Class A Common Stock to be issued as consideration (the “Merger Consideration”) to the holders of Gemini’s outstanding equity in connection with the closing of the Business Combination was calculated as of January 15, 2021, the record date (the “Record Date”) for the Special Meeting of the Company’s stockholders to be held on February 3, 2021 (the “Special Meeting”), to approve the Business Combination and other matters related thereto.

The Conversion Ratio calculated as of January 28, 2021 (four business days prior to the Special Meeting), which is expected to be the Conversion Ratio used for calculating the final Merger Consideration, is .2180, meaning that of the 21.5 million shares of the Company’s Class A Common Stock being issued as the Merger Consideration, 17,942,274 shares will be issued for all issued and outstanding Gemini common stock and preferred stock, 2,318,566 shares will be issued for Gemini’s underlying vested, unvested, and unexercised options and warrants, and 1,239,160 shares will be reserved for issuance under the 2021 Stock Option and Incentive Plan.

Important Information About the Business Combination and Where to Find It

A full description of the terms of the Business Combination are provided in the Registration Statement, which includes a prospectus with respect to the securities of the combined entity to be issued in connection with the Business Combination and a proxy statement with respect to the Special Meeting. The Company urges its investors, stockholders and other interested persons to read the definite proxy statement/ prospectus included in the Registration Statement, as well as other documents filed with the SEC, because these documents contain important information about the Company, Gemini and the Business Combination. The Registration Statement was declared effective by the SEC on January 19, 2021 and the definitive proxy statement/prospectus and other relevant documents will be mailed to the Company’s stockholders as of the Record Date. Stockholders may also obtain a copy of the definitive proxy statement/prospectus, and other documents filed with the SEC, without charge, by directing a request to: FS Development Corp., Attn: Secretary, 600 Montgomery Street, Suite 4500, San Francisco, California 94111. The definitive proxy statement/prospectus can also be obtained, without charge, at the SEC’s website at www.sec.gov.

Participants in the Solicitation

The Company and Gemini and their respective directors and executive officers may be considered participants in the solicitation of proxies with respect to the Business Combination under the rules of the SEC. A list of the names of those directors and executive officers and a description of their interests in the Company is contained in the definitive proxy statement/prospectus included in the Registration Statement and is available free of charge at the SEC’s website at www.sec.gov or by directing a request to: FS Development Corp., Attn: Secretary, 600 Montgomery Street, Suite 4500, San Francisco, California 94111.

No Offer or Solicitation

This Current Report on Form 8-K is not a proxy statement or solicitation of a proxy, consent or authorization with respect to any securities or in respect of the Business Combination and shall not constitute an offer to sell or a solicitation of an offer to buy any securities, nor shall there be any sale of securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of the Securities Act of 1933, as amended.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FS Development Corp.

By: /s/ Dennis Ryan

Name: Dennis Ryan

Title: Chief Financial Officer

Dated: January 28, 2021