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

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

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**GEMINI THERAPEUTICS, INC.**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**85-1612845**  
(I.R.S. Employer  
Identification Number)

**Address Not Applicable<sup>1</sup>**  
**(617) 401-4400**  
(Address of Principal Executive Offices)

**Gemini Therapeutics, Inc. 2021 Stock Option and Incentive Plan**  
(Full Title of the Plans)

**Georges Gemayel, Ph.D.**  
**Interim President and Chief Executive Officer**  
**Address Not Applicable<sup>1</sup>**  
**(617) 401-4400**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copies to:*

**Mitchell S. Bloom, Esq.**  
**Benjamin K. Marsh, Esq.**  
**Goodwin Procter LLP**  
**100 Northern Avenue**  
**Boston, Massachusetts 02210**

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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   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging growth company

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.

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<sup>1</sup> In January 2022, the Company became a remote-first company. Accordingly, the Company does not currently maintain a physical headquarters.

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## EXPLANATORY NOTE

This Registration Statement on Form S-8 registers 1,728,326 additional shares of Common Stock under the Gemini Therapeutics, Inc. 2021 Stock Option and Incentive Plan (the "Plan"). The number of shares of Common Stock reserved and available for issuance under the Plan is subject to an automatic annual increase on each January 1, beginning in 2022, by an amount equal to the lesser of: (i) four percent (4%) of the number of shares of Common Stock issued and outstanding on the immediately preceding December 31 or (ii) such lesser number of shares of Common Stock as determined by the Company's board of directors or the compensation committee of the Company's board of directors. Accordingly, on January 1, 2022, the number of shares of Common Stock reserved and available for issuance under the Plan increased by 1,728,326. The additional shares are of the same class as other securities relating to the Plan for which the Registrant's registration statement filed on Form S-8 filed with the Securities and Exchange Commission on [April 13, 2021](#) (File No. 333-255194), is effective. The information contained in the Registrant's registration statement on Form S-8 (Registration No. 333-255194) is hereby incorporated by reference pursuant to General Instruction E.

### Part II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 8. Exhibits.

#### EXHIBIT INDEX

Exhibit No.	Description
4.1	<a href="#">Form of Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 to Form S-4/A filed on January 19, 2021).</a>
4.2	<a href="#">Second Amended and Restated Articles of Incorporation of Gemini Therapeutics, Inc. (incorporated by reference to Exhibit 3.1 to Current Report on Form 8-K filed on February 11, 2021).</a>
4.3	<a href="#">Amended and Restated By-laws of Gemini Therapeutics, Inc. (incorporated by reference to Exhibit 3.2 to Form 10-K filed on March 29, 2021).</a>
5.1*	<a href="#">Opinion of Goodwin Procter LLP.</a>
23.1*	<a href="#">Consent of Ernst &amp; Young LLP, independent registered accounting firm for Gemini Therapeutics, Inc.</a>
23.2*	<a href="#">Consent of Goodwin Procter LLP (included as part of Exhibit 5.1).</a>
24.4*	<a href="#">Power of Attorney (included on signature page).</a>
99.1	<a href="#">2021 Stock Option and Incentive Plan (incorporated by reference to Annex D to the Proxy Statement/Prospectus filed on January 19, 2021) and forms of award agreements thereunder (incorporated by reference to Exhibit 10.5 to Current Report on Form 8-K filed on February 11, 2021)</a>
107.1*	<a href="#">Filing Fee Table</a>

\* Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act, 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, on March 10, 2022.

### GEMINI THERAPEUTICS, INC.

By: /s/ Georges Gemayel  
Georges Gemayel  
*Interim Chief Executive Officer*

## POWER OF ATTORNEY AND SIGNATURES

KNOW ALL BY THESE PRESENT, that each individual whose signature appears below hereby constitutes and appoints Georges Gemayel, Ph.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 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, this Registration Statement has been signed by the following person in the capacities and on the date indicated below.

Name	Title	Date
<u>/s/ Georges Gemayel</u> Dr. Georges Gemayel	<i>Executive Chair and Interim Chief Executive Officer</i>	March 10, 2022
<u>/s/ Brian Piekos</u> Brian Piekos	<i>Principal Financial and Principal Accounting Officer</i>	March 10, 2022
<u>/s/ Carl Gordon</u> Dr. Carl Gordon	<i>Director</i>	March 10, 2022
<u>/s/ David Lubner</u> David Lubner	<i>Director</i>	March 10, 2022
<u>/s/ Tuyen Ong</u> Dr. Tuyen Ong	<i>Director</i>	March 10, 2022
<u>/s/ Jason Rhodes</u> Jason Rhodes	<i>Director</i>	March 10, 2022
<u>/s/ Jim Tananbaum</u> Dr. Jim Tananbaum	<i>Director</i>	March 10, 2022

March 10, 2022

Gemini Therapeutics, Inc.

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 1,728,326 shares (the "Shares") of Common Stock, \$0.0001 par value per share ("Common Stock"), of Gemini Therapeutics, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2021 Employee Stock Purchase Plan (the "Plan").

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 Plan, 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 Gemini Therapeutics, Inc. 2021 Stock Option and Incentive Plan of our report dated March 10, 2022, with respect to the consolidated financial statements of Gemini Therapeutics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts  
March 10, 2022

## Calculation of Filing Fee Table

Form S-8  
(Form Type)Gemini Therapeutics, Inc.  
(Exact Name of Registrant as Specified in its Charter)

Table 1—Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity						\$92.70 per	
	Common Stock, \$0.0001 par value per share	Other	1,728,326 (2)	\$ 1.365 (3)	\$2,359,164.99 (3)	\$1,000,000	\$ 218.69
	<b>Total Offering Amounts</b>				<b>\$ 2,359,164.99</b>		<b>\$ 218.69</b>
	<b>Total Fee Offsets</b>						<b>—</b>
	<b>Net Fee Due</b>						<b>\$ 218.69</b>

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of Common Stock, par value \$0.0001 per share (the “Common Stock”) which become issuable under the Gemini Therapeutics, Inc. 2021 Stock Option and Incentive Plan (the “Plan”) by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of outstanding shares of Common Stock.
- (2) Represents an automatic increase of 1,728,326 shares of Common Stock to the number of shares available for issuance under the Plan, effective January 1, 2022. Shares available for issuance under the Plan were previously registered on a registration statement on Form S-8 filed with the United States Securities and Exchange Commission on April 12, 2021 (File No. 333-255194).
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) of the Securities Act, and based on \$1.365, the average of the high and low sale prices of the Common Stock as reported on Nasdaq on March 7, 2022 (such date being within five business days of the date that this Registration Statement was filed with the Commission).