

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-1  
REGISTRATION STATEMENT**

*Under  
The Securities Act of 1933*

**Cullinan Management, Inc.**

(Exact name of registrant as specified in its charter)

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

**2836**  
(Primary Standard Industrial  
Classification Code Number)

**81-387991**  
(I.R.S. Employer  
Identification Number)

**One Main Street  
Suite 520  
Cambridge, MA 02142  
(617) 410-4650**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Owen Hughes**  
President and Chief Executive Officer  
Cullinan Management, Inc.

**One Main Street  
Suite 520  
Cambridge, MA 02142  
(617) 410-4650**

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

**Mitchell S. Bloom  
Danielle M. Lauzon  
Gabriela Morales-Rivera  
Goodwin Procter LLP  
100 Northern Avenue  
Boston, MA 02110  
(617) 570-1000**

**Copies to:  
Jeffrey Trigilio  
Chief Financial Officer  
Cullinan Management, Inc.  
One Main Street  
Suite 520  
Cambridge, MA 02142  
(617) 410-4650**

**Patrick O'Brien  
Nicholas Roper  
Ropes & Gray LLP  
Prudential Tower  
800 Boylston Street  
Boston, MA 02199  
(617) 951-7000**

**Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-251512

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Accelerated Filer

Non-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.

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be registered(1)	Proposed maximum aggregate offering price per share	Proposed maximum aggregate offering price	Amount of registration fee(2)
Common stock, par value \$0.0001 per share	2,185,000	\$21.00	\$45,885,000.00	\$5,007

(1) Represents only the additional number of shares being registered and includes 285,000 shares of common stock issuable upon exercise of the underwriters' option to purchase additional shares, if any. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-251512).

(2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price. The registrant previously registered securities at an aggregate offering price not to exceed \$230,000,000.00 on a Registration Statement on Form S-1 (File No. 333-251512), which was declared effective by the Securities and Exchange Commission on January 7, 2021. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$45,885,000.00 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.

**The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.**

---

### **Explanatory note and incorporation by reference**

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”), for the sole purpose of increasing the aggregate number of shares of common stock offered by Cullinan Management, Inc. (the “Registrant”) by 2,185,000 shares, 285,000 of which are subject to purchase upon exercise of the underwriters’ option to purchase additional shares of the Registrant’s common stock. The contents of the Registration Statement on Form S-1, as amended (File No. 333-251512), including the exhibits thereto, filed by the Registrant with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act, which was declared effective by the Commission on January 7, 2021, are incorporated by reference into this Registration Statement.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

## EXHIBIT INDEX

Exhibit No.	Exhibit Index
5.1	<a href="#">Opinion of Goodwin Procter LLP</a>
23.1	<a href="#">Consent of KPMG LLP, Independent Registered Public Accounting Firm</a>
23.2	<a href="#">Consent of Goodwin Procter LLP (included in Exhibit 5.1)</a>
24.1*	<a href="#">Power of Attorney</a>

\* Previously filed on the signature page to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-251512), originally filed with the Securities and Exchange Commission on December 18, 2020 and incorporated by reference herein.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Cambridge, Massachusetts, on the January 7, 2021.

CULLINAN MANAGEMENT, INC.

By: /s/ Owen Hughes  
Owen Hughes  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-1 has been signed by the following person in the capacities and on the date indicated.

Signature	Title	Date
<u>/s/ Owen Hughes</u> Owen Hughes	President, Chief Executive Officer and Director (Principal Executive Officer)	January 7, 2021
<u>/s/ Jeffrey Trigilio</u> Jeffrey Trigilio	Chief Financial Officer (Principal Financial and Accounting Officer)	January 7, 2021
<u>*</u> Thomas Ebeling	Director	January 7, 2021
<u>*</u> Ansbert Gadicke, M.D.	Director	January 7, 2021
<u>*</u> Morana Jovan-Embricos, Ph.D.	Director	January 7, 2021
<u>*</u> Anthony Rosenberg	Director	January 7, 2021
<u>*</u> Stephen Webster	Director	January 7, 2021

\*By: /s/ Owen Hughes  
Owen Hughes  
Attorney-in-fact



Goodwin Procter LLP  
100 Northern Avenue  
Boston, MA 02210

goodwinlaw.com

+1 617 570 1000

January 7, 2021

Cullinan Management, Inc.  
One Main Street, Suite 520  
Cambridge, MA 02142

Re: Securities Registered under Registration Statement on Form S-1

We have acted as counsel to you in connection with your filing of (i) a Registration Statement on Form S-1 (File No. 333-251512) (as amended or supplemented, the "Initial Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), and (ii) a second Registration Statement on Form S-1 filed pursuant to Rule 462(b) promulgated under the Securities Act (the "462(b) Registration Statement," and together with the Initial Registration Statement, the "Registration Statement"). This opinion letter is furnished to you in connection with your filing of the 462(b) Registration Statement, relating to the registration of the offering by Cullinan Management, Inc., a Delaware corporation (the "Company") of up to 13,685,000 shares (the "Shares") of the Company's Common Stock, \$0.0001 par value per share, including 1,785,000 shares purchasable by the underwriters upon their exercise of an over-allotment option granted to the underwriters by the Company. The Shares are being sold to the several underwriters named in, and pursuant to, an underwriting agreement among the Company and such underwriters (the "Underwriting Agreement").

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 opinions set forth below, on certificates of officers of the Company.

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

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

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the 462(b) Registration Statement and to the references to our firm under the caption "Legal Matters" in the Initial 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**

The Board of Directors  
Cullinan Management, Inc.:

We consent to the use of our report dated November 2, 2020, incorporated herein by reference, and to the reference to our firm under the heading “Experts” in the prospectus.

/s/ KPMG LLP

Boston, Massachusetts  
January 7, 2021