# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

# **SCHEDULE 13G/A**

Under the Securities Exchange Act of 1934 (Amendment No. 1)\*

# **Tango Therapeutics, Inc.**

(Name of Issuer)

Common Stock, par value \$0.001 (Title of Class of Securities)

> 87583X109 (CUSIP Number)

**December 31, 2021** (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

□ Rule 13d-1(b)

⊠ Rule 13d-1(c)

□ Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1       NAMES OF REPORTING PERSONS         Southpoint Master Fund, LP       CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)         2       CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)         3       SEC USE ONLY         4       CITIZENSHIP OR PLACE OF ORGANIZATION         Cayman Islands       0         SHARES       5         BENEFICIALLY       6         SHARES       6         SHARED VOTING POWER         EACH       7         SOLE DISPOSITIVE POWER         PERSON       0         WITH:       8         SHARED DISPOSITIVE POWER         3,000,000       10         CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)         C       11         PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9         3.4%						
2       CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) <ul> <li>(a)</li> <li>(b)</li> <li>(c)</li> <li(c)< li=""> <li>(c</li></li(c)<></ul>	1	NAMES OF REPORTING PERSONS				
(a)       (b)       Image: state of the state o		Southpoint Master Fund, LP				
3       SEC USE ONLY         4       CITIZENSHIP OR PLACE OF ORGANIZATION         Cayman Islands       Cayman Islands         NUMBER OF       0         6       SHARES         BENEFICIALLY       3,000,000         VONED BY       7         SOLE DISPOSITIVE POWER         REPORTING       0         PERSON       0         WITH:       8         5       SHARED DISPOSITIVE POWER         3,000,000	2	2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
4       CITIZENSHIP OR PLACE OF ORGANIZATION         Cayman Islands         5       SOLE VOTING POWER         0       0         SHARES       6         BENEFICIALLY       3,000,000         CACH       7         SOLE DISPOSITIVE POWER         BENEFICIALLY       0         WITH:       8         SHARED DISPOSITIVE POWER         BENEFICIALLY       0         WITH:       8         SHARED DISPOSITIVE POWER         3,000,000       0         VITH:       8         SHARED DISPOSITIVE POWER         3,000,000         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         3,000,000         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)         □       11         PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		(d) 🗆 (l	) 🗠			
Cayman Islands         NUMBER OF       5       SOLE VOTING POWER         SHARES       0       0         BENEFICIALLY       6       SHARED VOTING POWER         OWNED BY       3,000,000       3,000,000         EACH       7       SOLE DISPOSITIVE POWER         REPORTING       0       0         WITH:       8       SHARED DISPOSITIVE POWER         3,000,000       3,000,000       3,000,000         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         3,000,000       3,000,000         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)         □	3	SEC USE ONLY				
NUMBER OF       5       SOLE VOTING POWER         NUMBER OF       6       SHARES       0         6       SHARED VOTING POWER       6       SHARED VOTING POWER         BENEFICIALLY       3,000,000       3,000,000       0         EACH       7       SOLE DISPOSITIVE POWER       0         REPORTING       7       SOLE DISPOSITIVE POWER       0         0       8       SHARED DISPOSITIVE POWER       0         10       REPGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON       3,000,000         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	4	4 CITIZENSHIP OR PLACE OF ORGANIZATION				
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:       0         7       SOLE DISPOSITIVE POWER         0       0         8       SHARED DISPOSITIVE POWER         3,000,000       0         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         3,000,000		Cayman Isla	nds			
NUMBER OF SHARES       6       SHARED VOTING POWER         BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:       3,000,000       3,000,000         WITH:       8       SHARED DISPOSITIVE POWER         3,000,000       0       3,000,000         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         3,000,000       3,000,000         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)         □       11         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			5	SOLE VOTING POWER		
SHARES       6       SHARED VOTING POWER         BENEFICIALLY       3,000,000         EACH       7       SOLE DISPOSITIVE POWER         REPORTING       0       0         WITH:       8       SHARED DISPOSITIVE POWER         3,000,000       0       0         WITH:       8       SHARED DISPOSITIVE POWER         3,000,000       0       3,000,000         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         3,000,000       3,000,000         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)         □       11         PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	NI	IMBER OF		0		
OWNED BY EACH REPORTING PERSON       3,000,000         WITH:       7         SOLE DISPOSITIVE POWER         0         WITH:       8         SHARED DISPOSITIVE POWER         3,000,000         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         3,000,000         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)         □         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		SHARES	6	SHARED VOTING POWER		
REPORTING PERSON WITH:       0         8       SHARED DISPOSITIVE POWER         3,000,000       3,000,000         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         3,000,000       3,000,000         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		-		3,000,000		
PERSON       0         WITH:       8         SHARED DISPOSITIVE POWER         3,000,000             9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         3,000,000         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)         □         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	D	EACH		SOLE DISPOSITIVE POWER		
0       SHARED DISPOSITIVE POWER         3,000,000         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         3,000,000         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)         □         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	DEDGON					
9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         3,000,000         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)         □         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		WITH:	8	SHARED DISPOSITIVE POWER		
9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         3,000,000         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)         □         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	3.0			3,000,000		
10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)         □       □         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	9					
10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)         □       □         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		3,000,000				
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	10		X IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9						
3.4%	11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
		3.4%				
12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	12		EPO	RTING PERSON (SEE INSTRUCTIONS)		
PN (Limited Partnership)		PN (Limited	Part	mershin)		
(Similar tanacomp)		111 (Limited	1 011	incomp)		

1	NAMES OF REPORTING PERSONS				
	Southpoint Capital Advisors LP				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
	(a) 🗌 (l	o) 🗵			
3	SEC USE O	NLY	· · · · · · · · · · · · · · · · · · ·		
4	CITIZENSH	IP C	OR PLACE OF ORGANIZATION		
	Delaware				
		5	SOLE VOTING POWER		
N			0		
IN	UMBER OF SHARES	6	SHARED VOTING POWER		
	NEFICIALLY				
0	WNED BY EACH	7	3,000,000 SOLE DISPOSITIVE POWER		
	EPORTING	-			
	PERSON WITH:				
WITH: 8 SHARED DISPOSITIVE POWER					
3,000,000					
9	9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	3,000,000				
10	CHECK BO	X IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
11					
	D 494				
12	3.4%       12     TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)				
	PN (Limited	Part	mership)		

1	NAMES OF REPORTING PERSONS				
	Southpoint Capital Advisors LLC				
2	2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
	(a) 🗆 (l	) ⊵			
3	SEC USE ONLY				
4	4 CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware				
		5	SOLE VOTING POWER		
N	UMBER OF		0		
	SHARES	6	SHARED VOTING POWER		
	NEFICIALLY WNED BY		3,000,000		
	EACH	7	SOLE DISPOSITIVE POWER		
REPORTING PERSON 0			0		
	WITH:		SHARED DISPOSITIVE POWER		
9	3,000,000 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
-					
10	3,000,000		THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
10	CHECK DU	л IГ	THE AGGREGATE AMOUNT IN ROW (3) EACLODES CERTAIN SHARES (SEE INSTRUCTIONS)		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
11	PERCENT (	JF C	LASS REPRESENTED BY AMOUNT IN ROW 9		
	3.4%				
12	12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)				
	OO (Limited	l Lia	bility Company)		

1	NAMES OF REPORTING PERSONS				
	Southpoint GP, LP				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
	(a) 🗌 (l	o) 🗵			
3	SEC USE O	NLY	· · · · · · · · · · · · · · · · · · ·		
4	CITIZENSH	IP C	OR PLACE OF ORGANIZATION		
	Delaware				
		5	SOLE VOTING POWER		
N	UMBER OF		0		
IN	SHARES	6	SHARED VOTING POWER		
	NEFICIALLY		3,000,000		
	OWNED BY EACH		SOLE DISPOSITIVE POWER		
REPORTING					
	PERSON WITH:		0 SHADED DISDOSITIVE DOWED		
WITH: 8 SHARED DISPOSITIVE POWER					
3,000,000					
9	9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	3,000,000				
10	CHECK BO	X IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
	D 40/				
12	3.4%       12     TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)				
	PN (Limited	Part	mership)		

1	NAMES OF REPORTING PERSONS				
	Southpoint GP, LLC				
2	2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
	(a) 🗌 (t	o) 🗵			
3	SEC USE ONLY				
4	4 CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware				
		5	SOLE VOTING POWER		
NI	UMBER OF		0		
	SHARES	6	SHARED VOTING POWER		
	NEFICIALLY WNED BY		3,000,000		
	EACH	7	SOLE DISPOSITIVE POWER		
REPORTING PERSON 0			0		
	WITH:	8	SHARED DISPOSITIVE POWER		
3,000,000 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
5	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	3,000,000				
10	10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
11	PERCENT (	OF C	LASS REPRESENTED BY AMOUNT IN ROW 9		
	3.4%				
12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)			RTING PERSON (SEE INSTRUCTIONS)		
	00 (Limited	Lia	bility Company)		
		Liu	Sincy Company)		

1	NAMES OF REPORTING PERSONS			
	John S. Clar	k II		
2	2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
	(a) 🗌 (l	o) 🗵		
3	SEC USE O	NLY	·	
4	CITIZENSH	IP C	OR PLACE OF ORGANIZATION	
	United State	5		
		5	SOLE VOTING POWER	
N			0	
	UMBER OF SHARES	6	SHARED VOTING POWER	
	NEFICIALLY		2,000,000	
0	OWNED BY EACH		3,000,000 SOLE DISPOSITIVE POWER	
REPORTING				
	PERSON WITH:		0 SHARED DISPOSITIVE POWER	
		8	SHARED DISPOSITIVE POWER	
			3,000,000	
9	AGGREGAT	TE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,000,000			
10	CHECK BO	X IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
11				
	D 40/			
12	3.4%       2     TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)			
		0		
	IN			

#### Item 1(a). Name of Issuer:

Tango Therapeutics, Inc. (the "Issuer")

#### Item 1(b). Address of Issuer's Principal Executive Offices:

100 Binney St., Suite 700 Cambridge, MA 02142

#### Item 2(a). Names of Persons Filing:

The name of the persons filing this report (the "Reporting Persons") are:

(i) Southpoint Master Fund, LP

(ii) Southpoint Capital Advisors LP

(iii) Southpoint Capital Advisors LLC

(iv) Southpoint GP, LP

(v) Southpoint GP, LLC

(vi) John S. Clark II

#### Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of each of the Reporting Persons is: 1114 Avenue of the Americas, 22<sup>nd</sup> Floor New York, NY 10036

### Item 2(c). <u>Citizenship</u>:

Southpoint Master Fund, L.P.:	Cayman Islands
Southpoint Capital Advisors LP:	Delaware
Southpoint Capital Advisors LLC:	Delaware
Southpoint GP, LP:	Delaware
Southpoint GP, LLC:	Delaware
John S. Clark II:	United States

#### Item 2(d). <u>Title of Class of Securities</u>:

Common Stock, par value \$0.001 ("Common Stock")

# Item 2(e). <u>CUSIP Number</u>:

87583X109

 Item 3.
 If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

 Not applicable.

#### Item 4. <u>Ownership</u>.

The information required by this item with respect to each Reporting Person is set forth in Rows 5 through 9 and 11 of the cover page to this Schedule 13G. The ownership percentages are based on 87,546,430 outstanding shares of Common Stock as reported in the Issuer's Form 10-Q filed November 9, 2021.

Shares reported herein are held by Southpoint Master Fund, LP for which Southpoint Capital Advisors LP serves as the investment manager and Southpoint GP, LP serves as the general partner. Southpoint Capital Advisors LLC serves as the general partner of Southpoint Capital Advisors LP and Southpoint GP, LLC serves as the general partner of Southpoint GP, LP. John S. Clark II serves as the managing member of both Southpoint Capital Advisors LLC and Southpoint GP, LLC. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein.

#### Item 5. <u>Ownership of Five Percent or Less of a Class</u>.

If this statement is being filed to report the fact that as of the date hereof the Reporting Person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following  $\boxtimes$ .

Item 6. <u>Ownership of More than Five Percent on Behalf of Another Person</u>.

Not applicable.

Item 7. <u>Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person</u>.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. <u>Notice of Dissolution of Group</u>.

Not applicable.

## Item 10. <u>Certification</u>.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

#### **SIGNATURE**

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 10, 2022

### SOUTHPOINT MASTER FUND, LP

By: Southpoint GP, LP, its General Partner By: Southpoint GP, LLC, its General Partner

By: /s/ John S. Clark II

John S. Clark II Managing Member

#### SOUTHPOINT CAPITAL ADVISORS LP

By: Southpoint Capital Advisors LLC, its General Partner

By: /s/ John S. Clark II

John S. Clark II Managing Member

#### SOUTHPOINT CAPITAL ADVISORS LLC

By: /s/ John S. Clark II

John S. Clark II Managing Member

SOUTHPOINT GP, LP

By: Southpoint GP, LLC, its General Partner

By: /s/ John S. Clark II John S. Clark II Managing Member

#### SOUTHPOINT GP, LLC

By: /s/ John S. Clark II John S. Clark II Managing Member

## JOHN S. CLARK II

By: /s/ John S. Clark II John S. Clark II, individually