
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO 13d-2 (b)
(Amendment No.)**

Pandion Therapeutics, Inc.

(Name of Issuer)

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

698340 10 6
(CUSIP Number)

December 31, 2020
(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 disclosures provided in a prior cover page.

The information required on 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).

(Continued on following pages)

1	NAME OF REPORTING PERSONS	
	Polaris Partners VIII, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		0
	6	SHARED VOTING POWER
		3,090,800 (1)
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		3,090,800 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,090,800 (1)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
	<input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	10.5% (2)	
12	TYPE OF REPORTING PERSON	
	PN	

- (1) All such shares are held of record by PP VIII (as defined in Item 2(A) below). PPGP VIII (as defined in Item 2(A) below), the general partner of PP VIII, may be deemed to have voting, investment and dispositive power with respect to these securities. David Barrett, Brian Chee, Amir Nashat and Bryce Youngren are the managing members of PPGP VIII and may each be deemed to share voting, investment and dispositive power with respect to these securities. Alan Crane, a member of the Issuer's board of directors, holds an interest in PPGP VIII and may be deemed to share voting, investment and dispositive power with respect to these securities.
- (2) Based on 29,519,902 shares of Common Stock outstanding as of November 12, 2020, as reported on the Issuer's Quarterly Report on Form 10-Q, for the quarter ended September 30, 2020, as filed with the United States Securities and Exchange Commission on November 16, 2020 (the "Form 10-Q").

1	NAME OF REPORTING PERSONS Polaris Entrepreneurs' Fund VIII, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 110,622 (1)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 110,622 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 110,622 (1)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.4% (2)	
12	TYPE OF REPORTING PERSON PN	

- (1) All such shares are held of record by PEF VIII (as defined in Item 2(a) below). PPGP VIII, the general partner of PEF VIII, may be deemed to have voting, investment and dispositive power with respect to these securities. David Barrett, Brian Chee, Amir Nashat and Bryce Youngren are the managing members of PPGP VIII and may each be deemed to share voting, investment and dispositive power with respect to these securities. Alan Crane, a member of the Issuer's board of directors, holds an interest in PPGP VIII and may be deemed to share voting, investment and dispositive power with respect to these securities.
- (2) Based on 29,519,902 shares of Common Stock outstanding as of November 12, 2020, as reported on the Issuer's Form 10-Q.

1	NAME OF REPORTING PERSONS	
	Polaris Partners GP VIII, L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		0
	6	SHARED VOTING POWER
		3,201,422 (1)
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		3,201,422 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,201,422 (1)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
	<input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	12.7% (2)	
12	TYPE OF REPORTING PERSON	
	OO	

- (1) 3,090,800 of such shares are held of record by PP VIII and 110,622 of such shares are held of record by PEF VIII. PPGP VIII, the general partner of each of PP VIII and PEF VIII, may be deemed to have voting, investment and dispositive power with respect to these securities. David Barrett, Brian Chee, Amir Nashat and Bryce Youngren are the managing members of PPGP VIII and may each be deemed to share voting, investment and dispositive power with respect to these securities. Alan Crane, a member of the Issuer's board of directors, holds an interest in PPGP VIII and may be deemed to share voting, investment and dispositive power with respect to these securities.
- (2) Based on 29,519,902 shares of Common Stock outstanding as of November 12, 2020, as reported on the Issuer's Form 10-Q.

CUSIP #698340 10 6

ITEM 1(A). NAME OF ISSUER

Pandion Therapeutics, Inc. (the "Issuer")

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

134 Coolidge Avenue

Watertown, MA 02472

ITEM 2(A). NAME OF PERSONS FILING

This Schedule 13G is being filed on behalf of each of the following persons: Polaris Partners VIII, L.P. ("PP VIII"), Polaris Entrepreneurs' Fund VIII, L.P. ("PEF VIII"), Polaris Partners GP VIII, L.L.C. ("PPGP VIII" and together with PP VIII and PEF VIII, the "Reporting Entities"). David Barrett, Brian Chee, Amir Nashat and Bryce Youngren are the managing members of PPGP VIII. Alan Crane, a member of the Issuer's board of directors, holds an interest in PPGP VIII. To the extent feasible, PEF VIII invests alongside PP VIII.

ITEM 2(B). ADDRESS OR PRINCIPAL OFFICE

The address for each of the Reporting Entities is:

c/o Polaris Partners
One Marina Park Drive, 10th Floor
Boston, MA 02210

ITEM 2(C). CITIZENSHIP

PP VIII and PEF VIII are limited partnerships organized under the laws of the State of Delaware. PPGP VIII is a limited liability company organized under the laws of the State of Delaware.

ITEM 2(D). TITLE OF CLASS OF SECURITIES

Common Stock, par value \$0.001 per share

ITEM 2(E) CUSIP NUMBER

698340 10 6

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

Not applicable.

ITEM 4. OWNERSHIP

The following information with respect to the ownership of the common stock of the Issuer by the Reporting Entities filing this Statement is provided as of December 31, 2020:

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Entity and the corresponding footnotes.*

(b) Percent of Class:

See Row 11 of cover page for each Reporting Entity and the corresponding footnotes.*

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Entity and the corresponding footnotes.*

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Entity and the corresponding footnotes.*

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Entity and the corresponding footnotes.*

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Entity and the corresponding footnotes.*

* Each Reporting Entity disclaims beneficial ownership as to such securities, except to the extent its pecuniary interest therein.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited partnership agreements of each of PP VIII and PEF VIII, and the limited liability company agreement of PPGP VIII, the general and limited partners or members of each such entity, as applicable, may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or member, as applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

See Exhibit A.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable

ITEM 10. CERTIFICATION.

Not applicable

Material to be Filed as Exhibits.

Exhibit A – [Agreement regarding filing of joint Schedule 13G.](#)

Exhibit B – [Power of Attorney \(Polaris Partners GP VIII, L.L.C.\)](#)

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2021

POLARIS PARTNERS VIII, L.P.

By: Polaris Partners GP VIII, L.L.C.

By: **

Authorized Signatory

POLARIS ENTREPRENEURS' FUND VIII, L.P.

By: Polaris Partners GP VIII, L.L.C.

By: **

Authorized Signatory

POLARIS PARTNERS GP VIII, L.L.C.

By: **

Authorized Signatory

*By: /s/ Lauren Crockett

Name: Lauren Crockett
Attorney-in-Fact

[*This Schedule 13G was executed pursuant to a Power of Attorney. Note that copies of the applicable Powers of Attorney are already on file with the appropriate agencies.]

[**This Schedule 13G was executed pursuant to a Power of Attorney. Note that copies of the applicable Powers of Attorney included as exhibits to this Schedule 13G.]

Exhibit A

AGREEMENT REGARDING THE JOINT FILING OF
SCHEDULE 13G

The undersigned, being duly authorized thereunto, hereby execute this agreement as an exhibit to this Schedule 13G to evidence the agreement of the below-named parties, in accordance with the rules promulgated pursuant to the Securities Exchange Act of 1934, to file this Schedule and all amendments thereto jointly on behalf of each such party.

Date: February 12, 2021

POLARIS PARTNERS VIII, L.P.

By: Polaris Partners GP VIII, L.L.C.

By: **

Authorized Signatory

POLARIS ENTREPRENEURS' FUND VIII, L.P.

By: Polaris Partners GP VIII, L.L.C.

By: **

Authorized Signatory

POLARIS PARTNERS GP VIII, L.L.C.

By: *

Authorized Signatory

*By: /s/ Lauren Crockett

Name: Lauren Crockett
Attorney-in-Fact

[*This joint filing statement was executed pursuant to a Power of Attorney. Note that copies of the applicable Powers of Attorney are already on file with the appropriate agencies.]

[**This joint filing statement was executed pursuant to a Power of Attorney. Note that copies of the applicable Powers of Attorney included as exhibits to this Schedule 13G.]

Exhibit B

POWER OF ATTORNEY

The undersigned (the "Reporting Person") hereby constitutes and appoints Harold Friedman, signing singly, with full power of substitution, as the Reporting Person's true and lawful attorney in fact to:

(1) prepare, execute in the Reporting Person's name and on the Reporting Person's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the Reporting Person to make electronic filings with the SEC of Reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

(2) prepare and file on behalf of such Reporting Person any and all reports, notices, communications and other documents (including, but not limited to, reports on Schedule 13D, Schedule 13G, Form 13-F, Form 3, Form 4 and Form 5) that such Reporting Person may be required to file with the SEC pursuant to the Securities Act of 1933, as amended (together with the implementing regulations thereto, the "Act") and the Securities Exchange Act of 1934, as amended (together with the implementing regulations thereto, the "Exchange Act") (collectively, the "Reports") with respect to the Reporting Person's (a) status as an officer or director of, or (b) ownership of, or transactions in, the securities of, any entity whose securities are beneficially owned (directly or indirectly) by the Reporting Person ("Portfolio Companies");

(3) do and perform any and all acts for and on behalf of the Reporting Person which may be necessary or desirable to complete and execute any such Reports, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in fact, may be of benefit to, in the best interest of, or legally required by, the Reporting Person, it being understood that the documents executed by such attorney in fact on behalf of the Reporting Person pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney in fact may approve in such attorney in fact's discretion.

The Reporting Person hereby grants to such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the Reporting Person might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The Reporting Person acknowledges that the foregoing attorney in fact, in serving in such capacity at the request of the Reporting Person, is not assuming any of the Reporting Person's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney with respect to the Reporting Person shall remain in full force and effect until such Reporting Person is no longer required to file any Reports with respect to the Reporting Person's ownership of, or transactions in, the securities of Portfolio Companies, unless earlier revoked in a signed writing delivered to the foregoing attorney in fact.

IN WITNESS WHEREOF, the undersigned have caused this power of attorney to be executed as of this 10th day of June, 2019.

POLARIS MANAGEMENT CO. VII, L.L.C.

By: /s/ Brian Chee

Name: Brian Chee, Managing Member