

Calithera Biosciences, Inc.

Form 4

October 09, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
**MORGENTHALER VENTURE
PARTNERS IX LP**

(Last) (First) (Middle)

2710 SAND HILL ROAD, SUITE
100

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Calithera Biosciences, Inc. [CALA]

3. Date of Earliest Transaction
(Month/Day/Year)
10/07/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| COMMON STOCK | 10/07/2014 | | C | | 1,811,915 | A | \$ 10 1,811,915 |
| COMMON STOCK | 10/07/2014 | | P | | 350,000 | A | \$ 10 2,161,915 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount of Underlying Securities (Instr. 3 and 4) |
| SERIES A PREFERRED STOCK | <u>(1)</u> | 10/07/2014 | | C | | 10,999 | | <u>(1)</u> | <u>(1)</u> | COMMON STOCK | 10,999 |
| SERIES B PREFERRED STOCK | <u>(1)</u> | 10/07/2014 | | C | | 419,181 | | <u>(1)</u> | <u>(1)</u> | COMMON STOCK | 419,181 |
| SERIES C PREFERRED STOCK | <u>(1)</u> | 10/07/2014 | | C | | 747,540 | | <u>(1)</u> | <u>(1)</u> | COMMON STOCK | 747,540 |
| SERIES D PREFERRED STOCK | <u>(1)</u> | 10/07/2014 | | C | | 634,195 | | <u>(1)</u> | <u>(1)</u> | COMMON STOCK | 634,195 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| MORGENTHALER VENTURE PARTNERS IX LP 2710 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | X |

Signatures

MORGENTHALER VENTURE PARTNERS IX, L.P., By: Morgenthaler Management Partners IX, LLC, its Managing Partner, By: /s/ Ralph E. Christoffersen, Name: Ralph E. Christoffersen, Its: Member

10/09/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- The Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock automatically converted
- (1) into Common Stock on a one-for-one basis immediately upon consummation of Issuer's initial public offering of Common Stock and had no expiration date.
- (2) The securities are held by Morgenthaler Venture Partners IX, L.P. (MVP IX). The managing partner of MVP IX is Morgenthaler Management Partners IX, LLC (MMP IX). The Member of MMP IX is Ralph E. Christoffersen. As such, the Member of MMP IX shares

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voting and investment power over the securities held by MMP IX. The Member of MMP IX disclaims beneficial ownership of the securities held by MMP IX except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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