

Calithera Biosciences, Inc.
Form 4
June 10, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PAKIANATHAN DEEPIKA

(Last) (First) (Middle)

C/O DELPHI VENTURES, 3000
SAND HILL ROAD, BLDG. 1,
SUITE 135

(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)
06/09/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474
(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8.
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 7.99	06/09/2015	A		11,000		<u>(1)</u>	06/08/2025	Common Stock	11,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAKIANATHAN DEEPIKA C/O DELPHI VENTURES 3000 SAND HILL ROAD, BLDG. 1, SUITE 135 MENLO PARK, CA 94025	X	X		

Signatures

/s/ Matthew T. Potter, Name: Matthew T. Potter, Attorney-in-Fact for Deepika R. Pakianathan, Ph.D.

06/09/2015

__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).

1/12 of the Option vests in each monthly installment as measured from June 9, 2015, until the earlier of the Option's full vesting or the reporting person ceasing to provide continuous service to the issuer. In addition, in the event of a Change of Control or a Corporate

(1) Transaction (each as defined in the 2014 Plan pursuant to which the Option was granted), any unvested portion of the Option will fully vest and become exercisable as of immediately prior to the effective time of such Change of Control or Corporate Transaction, subject to the reporting person's continuous service on the effective date of the Change of Control or Corporate Transaction.

Pursuant to the Delphi Management Partners, VIII, L.L.C. ("DMP VIII") LLC Agreement, the Reporting Person is deemed to hold the options for the benefit of DMP VIII, which is entitled to hold the shares upon issuance. DMP VIII may be deemed the indirect beneficial owner of such shares, and the Reporting Person is a managing member of DMP VIII and may be deemed to share voting and dispositive power over shares held by DMP VIII. The Reporting Person disclaims beneficial ownership of such shares except to the extent of any 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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