

Calithera Biosciences, Inc.

Form 4

July 10, 2015

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bennett Mark K

(Last) (First) (Middle)

C/O CALITHERA BIOSCIENCES,
INC., 343 OYSTER POINT BLVD.
#200

(Street)

SOUTH SAN
FRANCISCO, CA 94080

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/09/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SR. VP, RESEARCH

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)
Common Stock	07/08/2015		M	V Amount (A) or (D) Price 3,039 A \$ 0.48	4,175 ⁽¹⁾	D	
Common Stock	07/08/2015		M	V Amount (A) or (D) Price 2,688 A \$ 0.48	6,863 ⁽¹⁾	D	
Common Stock	07/08/2015		M	V Amount (A) or (D) Price 4,726 A \$ 0.96	11,589 ⁽¹⁾	D	
Common Stock	07/08/2015		M	V Amount (A) or (D) Price 7,912 A \$ 2.64	19,501 ⁽¹⁾	D	
					31,554	I	

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Common
Stock

By Trust
(2)

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

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(9-02)

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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 0.48	07/08/2015		M	3,039	(3) 12/13/2021	Common Stock	3,039
Stock Option (Right to Buy)	\$ 0.48	07/08/2015		M	2,688	(4) 06/12/2022	Common Stock	2,688
Stock Option (Right to Buy)	\$ 0.96	07/08/2015		M	4,726	(5) 05/22/2023	Common Stock	4,726
Stock Option (Right to Buy)	\$ 2.64	07/08/2015		M	7,912	(6) 12/16/2023	Common Stock	7,912

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SR. VP, RESEARCH

Bennett Mark K
C/O CALITHERA BIOSCIENCES, INC.
343 OYSTER POINT BLVD. #200
SOUTH SAN FRANCISCO, CA 94080

Signatures

/s/ Mark K.
Bennett

07/10/2015

__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) Includes 1,136 shares acquired under the Company's 2014 Employee Stock Purchase Plan on May 15, 2015.
- (2) Shares are held directly by Mark K. and Grace T. Bennett 1991 Revocable Trust, of which Reporting Person is a Trustee.
- (3) 1/48 of the Option vests in equal monthly installments one month from 11/07/2011. The option shall be subject to accelerated vesting as set forth in the optionee's employment agreement with the Company.
- (4) 1/48 of the Option vests in equal monthly installments one month from 03/27/2012. The option shall be subject to accelerated vesting as set forth in the optionee's employment agreement with the Company.
- (5) 1/48 of the Option vests in equal monthly installments one month from 05/23/2013. The option shall be subject to accelerated vesting as set forth in the optionee's employment agreement with the Company.
- (6) 1/48 of the Option vests in equal monthly installments one month from 12/17/2013. The option shall be subject to accelerated vesting as set forth in the optionee's employment agreement with the Company.

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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