

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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Christoffersen Ralph E

(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 ☒ 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 Indirect Beneficial Ownership (Instr. 4)
COMMON STOCK	10/07/2014		C	1,811,915	A	1,811,915	I
COMMON STOCK	10/07/2014		P	350,000	A	\$ 10 2,161,915	I

By  
Partnership  
(2)

By  
Partnership  
(2)

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  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

# Edgar Filing: Calithera Biosciences, Inc. - Form 4

**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
Christoffersen Ralph E 2710 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	X	X		

## Signatures

/s/ Ralph E.  
Christoffersen 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). Ralph E. Christoffersen, a director of the Issuer is a Member of MMP IX. As such, the

## Edgar Filing: Calithera Biosciences, Inc. - Form 4

Reporting Person shares voting and investment power over the securities held by MMP IX. The Reporting Person 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.