

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  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Advanced Technology Ventures VIII  
LP

(Last) (First) (Middle)

C/O ADVANCED TECHNOLOGY  
VENTURES, 500 BOYLSTON  
STREET, SUITE 1380

(Street)

BOSTON, MA 02116

(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)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ 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		1,810,082	A	\$ 1,810,082
COMMON STOCK	10/07/2014		P		300,000	A	\$ 10 2,110,082

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  
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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	(1)	10/07/2014		C		9,166		(1)	(1)	COMMON STOCK	9,166
SERIES B PREFERRED STOCK	(1)	10/07/2014		C		419,181		(1)	(1)	COMMON STOCK	419,181
SERIES C PREFERRED STOCK	(1)	10/07/2014		C		747,540		(1)	(1)	COMMON STOCK	747,540
SERIES D PREFERRED STOCK	(1)	10/07/2014		C		634,195		(1)	(1)	COMMON STOCK	634,195

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Advanced Technology Ventures VIII LP C/O ADVANCED TECHNOLOGY VENTURES 500 BOYLSTON STREET, SUITE 1380 BOSTON, MA 02116	X
ATV Associates VIII, L.L.C. C/O ADVANCED TECHNOLOGY VENTURES 500 BOYLSTON STREET, SUITE 1380 BOSTON, MA 02116	X

## Signatures

ADVANCED TECHNOLOGY VENTURES VIII, L.P., By: ATV Associates VIII, LLC, its General Partner, By: /s/ Jean George, Name: Jean George, Its: Managing Director 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).

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- (1) The Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock automatically converted into Common Stock on a one-for-one basis immediately upon the consummation of Issuer's initial public offering of Common Stock and had no expiration date.

- (2) ATV Associates VIII, L.L.C. ("ATV A VIII") is the general partner of Advanced Technology Ventures VIII, L.P. ("ATV VIII") and exercises voting and dispositive authority over the shares held by ATV VIII. Jean M. George, a director of the Issuer, is a managing director of ATV A VIII and exercises voting and dispositive decisions of ATV A VIII collectively with each of the four other managing directors. ATV A VIII and each of the managing directors disclaim beneficial ownership of these securities and this report shall not be deemed an admission that they are the beneficial owners of such securities for purposes of Section 16 or for any other purpose, except to the extent of their 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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