

Calithera Biosciences, Inc.

Form 4

July 21, 2016

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 *
Molineaux Susan

(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)
07/20/2016

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)

PRESIDENT AND CEO

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	07/20/2016		M	4,410 A	\$ 0.48 6,910 ⁽¹⁾	D	
Common Stock	07/20/2016		M	8,829 A	\$ 0.96 15,739 ⁽¹⁾	D	
Common Stock	07/20/2016		M	16,146 A	\$ 2.64 31,885 ⁽¹⁾	D	
Common Stock					266,616	I	By Trust ⁽²⁾
					14,835	I	By Spouse

Common
Stock

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 0.48	07/20/2016		M	4,410	<u>(3)</u>	06/12/2022	Common Stock	4,410
Employee Stock Option (Right to Buy)	\$ 0.96	07/20/2016		M	8,829	<u>(4)</u>	05/22/2023	Common Stock	8,829
Employee Stock Option (Right to Buy)	\$ 2.64	07/20/2016		M	16,146	<u>(5)</u>	12/16/2023	Common Stock	16,146
Employee Stock Option (Right to Buy)	\$ 0.96	07/20/2016		M	7,586	<u>(4)</u>	05/22/2023	Common Stock	7,586
Employee Stock Option (Right to Buy)	\$ 2.64	07/20/2016		M	4,749	<u>(5)</u>	12/16/2023	Common Stock	4,749

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Molineaux Susan C/O CALITHERA BIOSCIENCES, INC. 343 OYSTER POINT BLVD. #200 SOUTH SAN FRANCISCO, CA 94080	X		PRESIDENT AND CEO	

Signatures

/s/ Susan M.
Molineaux

07/21/2016

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 2,500 shares acquired under the Company's 2014 Employee Stock Purchase Plan on May 13, 2016.
- (2) Shares are held by the Molineaux Family Trust, of which the Reporting Person is a Trustee, including 109,112 shares transferred from the Reporting Person to the Molineaux Family Trust on February 1, 2016.
- (3) 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.
- (4) 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.
- (5) 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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