

Calithera Biosciences, Inc.

Form 4

August 28, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ADAGE CAPITAL PARTNERS GP
LLC

(Last) (First) (Middle)

200 CLARENDON STREET, 52ND
FLOOR,

(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)
08/26/2015

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, par value \$0.0001 ("Common Stock") | 08/26/2015 | | P | | 200 | A | \$ 4.7 | 2,765,875 | I | See footnote <u>(1)</u> |
| Common Stock | 08/26/2015 | | P | | 32,058 | A | \$ 4.65 | 2,797,933 | I | See footnote <u>(1)</u> |
| Common Stock | 08/27/2015 | | P | | 9,848 | A | \$ 5.41 | 2,807,781 | I | See footnote <u>(1)</u> |

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| | | | | | | | | |
|--------------|------------|---|--------|---|---------|-----------|---|------------------|
| Common Stock | 08/27/2015 | P | 6,253 | A | \$ 5.43 | 2,814,034 | I | See footnote (1) |
| Common Stock | 08/27/2015 | P | 19,578 | A | \$ 5.58 | 2,833,612 | I | See footnote (1) |
| Common Stock | 08/27/2015 | P | 29,089 | A | \$ 5.17 | 2,862,701 | I | See footnote (1) |
| Common Stock | 08/27/2015 | P | 32,400 | A | \$ 5.35 | 2,895,101 | I | See footnote (1) |
| Common Stock | 08/28/2015 | P | 20,700 | A | \$ 5.55 | 2,915,801 | I | See footnote (1) |
| Common Stock | 08/28/2015 | P | 22,000 | A | \$ 5.58 | 2,937,801 | I | See footnote (1) |

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

ADAGE CAPITAL PARTNERS GP LLC
200 CLARENDON STREET, 52ND FLOOR
BOSTON, MA 02116 X

Adage Capital Partners, L.P.
200 CLARENDON STREET, 52ND FLOOR
BOSTON, MA 02116 X

Adage Capital Advisors, L.L.C.
200 CLARENDON STREET
52ND FLOOR
BOSTON, MA 02116 X

Atchinson Robert
200 CLARENDON STREET
52ND FLOOR
BOSTON, MA 02116 X

Gross Phillip
200 CLARENDON STREET
52ND FLOOR
BOSTON, MA 02116 X

Signatures

/s/ Adage Capital Partners GP, L.L.C.; By its managing member Adage Capital Advisors, L.L.C.; By its managing member Robert Atchinson 08/28/2015

__Signature of Reporting Person Date

/s/ Adage Capital Partners, L.P.; By its general partner Adage Capital Partners GP, L.L.C.; By its managing member Adage Capital Advisors, L.L.C.; By its managing member Robert Atchinson 08/28/2015

__Signature of Reporting Person Date

/s/ Adage Capital Advisors, L.L.C.; By its managing member Robert Atchinson 08/28/2015

__Signature of Reporting Person Date

/s/ Robert Atchinson 08/28/2015

__Signature of Reporting Person Date

/s/ Phillip Gross 08/28/2015

__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) The securities to which this filing relates are held directly by Adage Capital Partners, L.P., a Delaware limited partnership (the "Fund"). Adage Capital Partners GP, L.L.C., a Delaware limited liability company ("ACPGP"), serves as the general partner of the Fund and as such has discretion over the portfolio securities beneficially owned by the Fund. Adage Capital Advisors, L.L.C., a Delaware limited liability company ("ACA"), is the managing member of ACPGP and directs ACPGP's operations. Robert Atchinson and Phillip Gross are the managing members of ACPGP and ACA and general partners of the Fund. ACPGP, ACA, Robert Atchinson and Phillip Gross disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

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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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