

Calithera Biosciences, Inc.
Form 4
October 09, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Delphi Management Partners VIII,
L.L.C.

(Last) (First) (Middle)

C/O DELPHI VENTURES,, 3000
SAND HILL ROAD, BLDG. 1,
SUITE 135

(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 ___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 | | 1,908,073 | A | Ⓐ | 1,908,073 | I | Delphi Ventures VIII, L.P. ⁽²⁾ |
| Common Stock | 10/07/2014 | | C | | 18,629 | A | Ⓐ | 18,629 | I | Delphi BioInvestments VIII, L.P. ⁽³⁾ |
| Common Stock | 10/07/2014 | | P | | 495,165 | A | \$ 10 | 2,403,238 | I | Delphi Ventures VIII, L.P. ⁽²⁾ |
| Common Stock | 10/07/2014 | | P | | 4,835 | A | \$ 10 | 23,464 | I | Delphi BioInvestments VIII, L.P. ⁽³⁾ |

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

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SEC 1474
(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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series A Preferred Stock | (1) | 10/07/2014 | | C | 6,808 | (1) (1) | (1) (1) | Common Stock | 6,808 |
| Series A Preferred Stock | (1) | 10/07/2014 | | C | 66 | (1) (1) | (1) (1) | Common Stock | 66 |
| Series B Preferred Stock | (1) | 10/07/2014 | | C | 415,128 | (1) (1) | (1) (1) | Common Stock | 415,128 |
| Series B Preferred Stock | (1) | 10/07/2014 | | C | 4,053 | (1) (1) | (1) (1) | Common Stock | 4,053 |
| Series C Preferred Stock | (1) | 10/07/2014 | | C | 740,312 | (1) (1) | (1) (1) | Common Stock | 740,312 |
| Series C Preferred Stock | (1) | 10/07/2014 | | C | 7,228 | (1) (1) | (1) (1) | Common Stock | 7,228 |
| Series D Preferred Stock | (1) | 10/07/2014 | | C | 745,825 | (1) (1) | (1) (1) | Common Stock | 745,825 |
| Series D Preferred Stock | (1) | 10/07/2014 | | C | 7,282 | (1) (1) | (1) (1) | Common Stock | 7,282 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

| | | | |
|--|---|---|--|
| Delphi Management Partners VIII, L.L.C. C/O DELPHI VENTURES, 3000 SAND HILL ROAD, BLDG. 1, SUITE 135 MENLO PARK, CA 94025 | X | | |
| DELPHI VENTURES VIII LP 3000 SAND HILL RD. BLDG 1, SUITE 135 MENLO PARK, CA 94025 | X | | |
| Delphi BioInvestments VIII LP 3000 SAND HILL RD. BLDG 1, SUITE 135 MENLO PARK, CA 94025 | X | | |
| ROEDER DOUGLAS A C/O DELPHI VENTURES 3000 SAND HILL RD., BLDG 1, SUITE 135 MENLO PARK, CA 94025 | X | | |
| DOUGLASS DAVID L C/O DELPHI VENTURES 3000 SAND HILL RD., BLDG 1, SUITE 135 MENLO PARK, CA 94025 | X | | |
| BOCHNOWSKI JAMES J C/O DELPHI VENTURES 3000 SAND HILL RD., BLDG 1, SUITE 135 MENLO PARK, CA 94025 | X | | |
| PAKIANATHAN DEEPIKA C/O DELPHI VENTURES, 3000 SAND HILL ROAD, BLDG. 1, SUITE 135 MENLO PARK, CA 94025 | X | X | |

Signatures

By: /s/Matthew T. Potter Name: Matthew T. Potter, Atty-in-Fact for Delphi Management Partners VIII, L.L.C., Delphi Ventures VIII, L.P., Delphi BioInvestments, VIII, L.P., Deepika R. Pakianathan, Douglas A. Roeder, David L. Douglass and James J. Bochnowski

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).
- (1) The 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.

The reported securities are directly owned by Delphi Ventures VIII, L.P. ("DV VIII"). Delphi Management Partners VIII, L.L.C. ("DMP VIII") is the general partner of DV VIII and may be deemed to have sole voting and dispositive power over the securities held by DV VIII.
- (2) VIII. Douglas A. Roeder, James J. Bochnowski, David L. Douglass and Deepika R. Pakianathan, Ph.D. are the managing members of DMP VIII and may be deemed to share voting and dispositive power over the securities held by DV VIII. Such persons and entities disclaim beneficial ownership of the securities held by DV VIII, except to the extent of any pecuniary interest therein.
- (3)

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The reported securities are directly owned by Delphi BioInvestments VIII, L.P. ("DBI VIII"). DMP VIII is the general partner of DBI VIII and may be deemed to have sole voting and dispositive power over the securities held by DBI VIII. Douglas A. Roeder, James J. Bochnowski, David L. Douglass and Deepika R. Pakianathan, Ph.D. are the managing members of DMP VIII and may be deemed to share voting and dispositive power over the securities held by DBI VIII. Such persons and entities disclaim beneficial ownership of the securities held by DBI VIII, except to the extent of any 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.