

Calithera Biosciences, Inc.
Form 8-K
December 03, 2014

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 2, 2014

Calithera Biosciences, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

343 Oyster Point Blvd., Suite 200

001-36644
(Commission

File Number)

27-2366329
(IRS Employer

Identification No.)

94080

South San Francisco, California
(Address of principal executive offices) **(Zip Code)**
Registrant's telephone number, including area code: (650) 870-1000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Election of Director.

On December 2, 2014, the Board of Directors of Calithera Biosciences, Inc. appointed H. Ward Wolff to the Board of Directors, to serve as a Class III director with a term to expire at our 2017 Annual Meeting of Stockholders and until such time as his successor is duly elected and qualifies, or until the earlier of his death, resignation or removal. Our Board of Directors has determined that Mr. Wolff is an audit committee financial expert as defined in Item 407(d)(5) of Regulation S-K and appointed Mr. Wolff as the chairman of the Audit Committee.

On December 2, 2014, Mr. Wolff was granted a stock option to purchase 22,000 shares of common stock, with an exercise price of \$9.64 per share, the closing price of our common stock as reported on the NASDAQ Global Select Market on December 2, 2014. The stock option was granted pursuant to our 2014 Equity Incentive Plan and will vest monthly over three years from the grant date, such that the option will be fully vested on the third anniversary of the date of grant, subject to Mr. Wolff's continuous service on each applicable vesting date. In addition, in the event of a change of control or a corporate transaction (each as defined in the 2014 Equity Incentive Plan), any unvested portion of the option will fully vest and become exercisable immediately prior to the effective date of such change of control or corporate transaction, subject to Mr. Wolff's continuous service on the effective date of the change of control or corporate transaction. The 2014 Equity Incentive Plan and the form of option agreement under the 2014 Equity Incentive Plan were filed as Exhibits 10.4 and 10.5, respectively, to our Form S-1 (File No. 333-198355) filed with the Securities and Exchange Commission on September 25, 2014.

Commencing with his appointment, Mr. Wolff will receive an annual cash retainer of \$40,000 for serving on the Board of Directors and an annual cash retainer of \$15,000 for serving as chairman of the Audit Committee, each of which will be payable in equal quarterly installments in arrears, on the last day of each fiscal quarter for which Mr. Wolff's service occurred, pro-rated based on the days served in the applicable fiscal quarter.

Item 7.01 Regulation FD

A copy of the press release issued in connection with Mr. Wolff's appointment is furnished with this Form 8-K and attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release, dated December 2, 2014.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Calithera Biosciences, Inc.

Dated: December 3, 2014

By: /s/ Susan M. Molineaux
Susan M. Molineaux, Ph.D.
President and Chief Executive Officer

INDEX TO EXHIBITS

Exhibit	
No.	Description
99.1	Press Release, dated December 2, 2014.