

Calithera Biosciences, Inc.
 Form 3
 October 01, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Delphi Management Partners VIII, L.L.C. | | | (Month/Day/Year) | Calithera Biosciences, Inc. [CALA] | |
| (Last) | (First) | (Middle) | 10/01/2014 | | |
| C/O DELPHI VENTURES,,Â 3000 SAND HILL ROAD, BLDG. 1, SUITE 135 | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | |
| MENLO PARK,Â CAÂ 94025 | | | ___ Director ___X___ 10% Owner | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | ___ Officer ___ Other | | ___ Form filed by One Reporting Person |
| | | | (give title below) (specify below) | | __X__ Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|--------------------------------------|
| Series A Preferred Stock | Â (1) | Â (1) | Common Stock | 6,808 | \$ (1) | I | Delphi Ventures VIII, L.P. (2) |
| Series A Preferred Stock | Â (1) | Â (1) | Common Stock | 66 | \$ (1) | I | Delphi BioInvestments VIII, L.P. (3) |
| Series B Preferred Stock | Â (1) | Â (1) | Common Stock | 415,128 | \$ (1) | I | Delphi Ventures VIII, L.P. (2) |
| Series B Preferred Stock | Â (1) | Â (1) | Common Stock | 4,053 | \$ (1) | I | Delphi BioInvestments VIII, L.P. (3) |
| Series C Preferred Stock | Â (1) | Â (1) | Common Stock | 740,312 | \$ (1) | I | Delphi Ventures VIII, L.P. (2) |
| Series C Preferred Stock | Â (1) | Â (1) | Common Stock | 7,228 | \$ (1) | I | Delphi BioInvestments VIII, L.P. (3) |
| Series D Preferred Stock | Â (1) | Â (1) | Common Stock | 745,825 | \$ (1) | I | Delphi Ventures VIII, L.P. (2) |
| Series D Preferred Stock | Â (1) | Â (1) | Common Stock | 7,282 | \$ (1) | I | Delphi BioInvestments VIII, L.P. (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | 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 | Â | Â X | Â | Â |
| DELPHI VENTURES VIII LP 3000 SAND HILL RD. BLDG 1, SUITE 135 MENLO PARK, CA 94025 | Â | Â X | Â | Â |
| Delphi BioInvestments VIII LP 3000 SAND HILL RD. BLDG 1, SUITE 135 MENLO PARK, CA 94025 | Â | Â X | Â | Â |
| ROEDER DOUGLAS A C/O DELPHI VENTURES | Â | Â X | Â | Â |

3000 SAND HILL RD., BLDG 1, SUITE 135
 MENLO PARK, CA 94025

DOUGLASS DAVID L
 C/O DELPHI VENTURES
 3000 SAND HILL RD., BLDG 1, SUITE 135 ^ ^ X ^ ^
 MENLO PARK, CA 94025

BOCHNOWSKI JAMES J
 C/O DELPHI VENTURES
 3000 SAND HILL RD., BLDG 1, SUITE 135 ^ ^ X ^ ^
 MENLO PARK, CA 94025

PAKIANATHAN DEEPIKA
 C/O DELPHI VENTURES
 3000 SAND HILL ROAD, BLDG. 1, SUITE 135 ^ X ^ X ^ ^
 MENLO PARK, CA 94025

Signatures

By: /s/ Matthew T. Potter, Name: Matthew T. Potter, Attorney-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. Roder, David L. Douglass and James J. Bochnowski 10/01/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 is convertible at any time, at the holder's election, and has no expiration date. The preferred stock will automatically convert into common stock on a 1-to-1 basis upon closing of the initial public offering of the issuer.
- 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.
- 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.
- (3) 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.