

Calithera Biosciences, Inc.  
Form 4  
October 09, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
Advanced Technology Ventures VIII LP

(Last) (First) (Middle)

C/O ADVANCED TECHNOLOGY VENTURES, 500 BOYLSTON STREET, SUITE 1380

(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)  
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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |  |
| COMMON STOCK                    | 10/07/2014                           |  | C                              | 1,810,082 A   | 1,810,082   | D (2)  |  |
| COMMON STOCK                    | 10/07/2014                           |  | P                              | 300,000 A \$ 10   | 2,110,082   | D (2)  |  |

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

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SEC 1474 (9-02)

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**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 Number of Shares                                 |
| SERIES A PREFERRED STOCK                   | <u>(1)</u>   | 10/07/2014                           |  | C                              | 9,166   | <u>(1)</u> <u>(1)</u>                                    | COMMON STOCK 9,166  |
| SERIES B PREFERRED STOCK                   | <u>(1)</u>   | 10/07/2014                           |  | C                              | 419,181   | <u>(1)</u> <u>(1)</u>                                    | COMMON STOCK 419,181  |
| SERIES C PREFERRED STOCK                   | <u>(1)</u>   | 10/07/2014                           |  | C                              | 747,540   | <u>(1)</u> <u>(1)</u>                                    | COMMON STOCK 747,540  |
| SERIES D PREFERRED STOCK                   | <u>(1)</u>   | 10/07/2014                           |  | C                              | 634,195   | <u>(1)</u> <u>(1)</u>                                    | COMMON STOCK 634,195  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Advanced Technology Ventures VIII LP<br>C/O ADVANCED TECHNOLOGY VENTURES<br>500 BOYLSTON STREET, SUITE 1380<br>BOSTON, MA 02116 |               | X         |         |       |
| ATV Associates VIII, L.L.C.<br>C/O ADVANCED TECHNOLOGY VENTURES<br>500 BOYLSTON STREET, SUITE 1380<br>BOSTON, MA 02116          |               | X         |         |       |

## Signatures

ADVANCED TECHNOLOGY VENTURES VIII, L.P., By: ATV Associates VIII, LLC, its General Partner, By: /s/ Jean George, Name: Jean George, Its: Managing Direct

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).

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- (1) The Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D 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.

- (2) ATV Associates VIII, L.L.C. ("ATV A VIII") is the general partner of Advanced Technology Ventures VIII, L.P. ("ATV VIII") and exercises voting and dispositive authority over the shares held by ATV VIII. Jean M. George, a director of the Issuer, is a managing director of ATV A VIII and exercises voting and dispositive decisions of ATV A VIII collectively with each of the four other managing directors. ATV A VIII and each of the managing directors disclaim beneficial ownership of these securities and this report shall not be deemed an admission that they are the beneficial owners of such securities for purposes of Section 16 or for any other purpose, except to the extent of their 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.

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