

VENROCK ASSOCIATES IV L P

Form 3

August 16, 2018

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

OMB APPROVAL

OMB
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burden hours per
response... 0.5**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 *Â VENROCK ASSOCIATES
IV L P

(Last) (First) (Middle)

C/O VENROCK,Â 3340
HILLVIEW AVENUE

(Street)

PALO ALTO,Â CAÂ 94304

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
08/13/20183. Issuer Name **and** Ticker or Trading Symbol
Bellerophon Therapeutics, Inc. [BLPH]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (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 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)

Common Stock

6,011,793 ⁽¹⁾I ⁽²⁾ ⁽³⁾

By funds

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****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
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Warrant (right to buy)	03/26/2018 ⁽⁴⁾	09/26/2022	Common Stock	4,149,378	\$ 1.242	I ⁽³⁾ ⁽⁵⁾	By funds

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VENROCK ASSOCIATES IV L P C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304	Â	Â X	Â	Â
Shah Nimish P C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304	Â	Â X	Â	Â

Signatures

/s/ David L. Stepp, Authorized Signatory 08/16/2018

__Signature of Reporting Person Date

/s/ David L. Stepp, attorney-in-fact 08/16/2018

__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).

- This Form 3 is the second of two Form 3s being filed to report the beneficial ownership of the following Reporting Persons: Venrock Associates IV, LP, Venrock Partners, LP, Venrock Entrepreneurs Fund IV, LP, Venrock Management IV, LLC, Venrock Partners Management, LLC, VEF Management IV, LLC, Venrock Healthcare Capital Partners II, LP, VHCP Management II, LLC, VHCP Co-Investment Holdings II, LLC, Bong Koh and Nimish Shah. Two Form 3s are being filed because each form can report a maximum of 10 reporting persons.
- (1) Consists of (i) 783,407 shares held by Venrock Associates IV, LP ("VA4"), (ii) 159,761 shares held by Venrock Partners, LP ("VP"), (iii) 19,247 shares held by Venrock Entrepreneurs Fund IV, LP ("VEF4"), (iv) 2,952,442 shares held by Venrock Healthcare Capital Partners II, LP ("VHCP2"), (v) 1,196,936 shares held by VHCP Co-Investment Holdings, LLC ("VHCP Co-2"), (vi) 818,190 shares held by Venrock Healthcare Capital Partners III, LP ("VHCP3") and (vii) 81,810 shares held by VHCP Co-Investment Holdings III, LLC ("VHCP Co-3").
- (2) Venrock Partners Management, LLC ("VPM") is the general partner of VP and may be deemed to beneficially own these securities. Venrock Management IV, LLC ("VM4") is the general partner of VA4 and may be deemed to beneficially own these securities. VHCP Management II, LLC ("VHCPM2") is the general partner of VHCP2 and the manager of VHCP Co-2 and may be deemed to beneficially own these securities. VHCP Management III, LLC ("VHCPM3") is the general partner of VHCP3 and the manager of VHCP Co-3 and may be deemed to beneficially own these securities. Bong Koh and Nimish Shah are the managing members of VHCPM2 and VHCPM3 and may be deemed to beneficially own these securities. Each of VPM, VM4, Bong Koh, Nimish Shah, VHCPM2 and VHCPM3 expressly disclaim beneficial ownership over these securities except to the extent of their indirect pecuniary interests therein.
- (3) These warrants are not exercisable to the extent that, after giving effect to any such exercise, the Reporting Persons' beneficial ownership in the issuer's outstanding common stock would exceed 4.99% (the "Beneficial Ownership Limitation"). The Beneficial Ownership

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Limitation may be increased or decreased by the warrant holder, but shall in no event exceed 9.99%.

- (5) Consists of (i) warrants to purchase an aggregate of 2,952,442 shares held by VHCP2 and (ii) warrants to purchase an aggregate of 1,196,936 shares held by VHCP Co-2.

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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