

Calithera Biosciences, Inc.

Form 3

October 01, 2014

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
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 MORGENTHALER

VENTURE PARTNERS IX LP

(Last)

(First)

(Middle)

2710 SAND HILL ROAD,
SUITE 100

(Street)

MENLO PARK,Â CAÂ 94025

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/01/2014

3. Issuer Name **and** Ticker or Trading Symbol
Calithera Biosciences, Inc. [CALA]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)
X Form filed by One Reporting
Person
____ 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)

**Persons who respond to the collection of
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)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
SERIES A PREFERRED STOCK	Â (1)	Â (1)	COMMON STOCK	10,999	\$ (1)	D (2)	Â
SERIES B PREFERRED STOCK	Â (1)	Â (1)	COMMON STOCK	419,181	\$ (1)	D (2)	Â
SERIES C PREFERRED STOCK	Â (1)	Â (1)	COMMON STOCK	747,540	\$ (1)	D (2)	Â
SERIES D PREFERRED STOCK	Â (1)	Â (1)	COMMON STOCK	634,195	\$ (1)	D (2)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORGENTHALER VENTURE PARTNERS IX LP 2710 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	Â	Â X	Â	Â

Signatures

MORGENTHALER VENTURE PARTNERS IX, L.P., By: Morgenthaler Management Partners IX, LLC, its Managing Partner, **By: /s/ Ralph E. Christoffersen, Name: Ralph E. Christoffersen, Its: Member

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 Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock shall automatically convert into Common Stock on a one-for-one basis immediately upon the consummation of Issuer's initial public offering of Common Stock and have no expiration date.

(2) The securities are held by Morgenthaler Venture Partners IX, L.P. ("MVP IX"). The managing partner of MVP IX is Morgenthaler Management Partners IX, LLC ("MMP IX"). The Member of MMP IX is Ralph E. Christoffersen. As such, the Member of MMP IX shares voting and investment power over the securities held by MMP IX. The Member of MMP IX disclaims beneficial ownership of the securities held by MMP IX except to the extent of his 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.