

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 *

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. 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 Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer ___ Other
 (give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

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)

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)

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	9,166	\$ (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
Advanced Technology Ventures VIII LP C/O ADVANCED TECHNOLOGY VENTURES 500 BOYLSTON STREET, SUITE 1380 BOSTON, MA 02116	Â	Â X	Â	Â
ATV Associates VIII, L.L.C. C/O ADVANCED TECHNOLOGY VENTURES 500 BOYLSTON STREET, SUITE 1380 BOSTON, MA 02116	Â	Â X	Â	Â

Signatures

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

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 prior to the consummation of Issuer's initial public offering of Common Stock and have 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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