

Calithera Biosciences, Inc.

Form 4

December 23, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Molineaux Susan

(Last) (First) (Middle)

C/O CALITHERA BIOSCIENCES,  
INC., 343 OYSTER POINT BLVD.  
#200

(Street)

SOUTH SAN  
FRANCISCO, CA 94080

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
Calithera Biosciences, Inc. [CALA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/21/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)

PRESIDENT AND CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ 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 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 Beneficial Ownership (Instr. 4)
Common Stock	12/21/2015		M	4,367 A	\$ 0.48 85,654 <sup>(1)</sup>	D	
Common Stock	12/21/2015		M	5,512 A	\$ 0.48 91,166 <sup>(1)</sup>	D	
Common Stock	12/21/2015		M	6,306 A	\$ 0.96 97,472 <sup>(1)</sup>	D	
Common Stock	12/21/2015		M	11,640 A	\$ 2.64 109,112 <sup>(1)</sup>	D	
					117,962	I	By Trust

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Common  
Stock

Common  
Stock

39,542

I

By Spouse

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

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SEC 1474  
(9-02)

**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 or Number of Shares
Employee Stock Option (Right to Buy)	\$ 0.48	12/21/2015		M		4,367		<u>(2)</u>	12/13/2021	Common Stock	4,367
Employee Stock Option (Right to Buy)	\$ 0.48	12/21/2015		M		5,512		<u>(3)</u>	06/12/2022	Common Stock	5,512
Employee Stock Option (Right to Buy)	\$ 0.96	12/21/2015		M		6,306		<u>(4)</u>	05/22/2023	Common Stock	6,306
Employee Stock Option (Right to Buy)	\$ 2.64	12/21/2015		M		11,640		<u>(5)</u>	12/16/2023	Common Stock	11,640
Employee Stock Option	\$ 0.96	12/21/2015		M		5,418		<u>(4)</u>	05/22/2023	Common Stock	5,418

(Right to  
Buy)

Employee

Stock

Option	\$ 2.64	12/21/2015	M	4,749	<u>(5)</u>	12/16/2023	Common Stock	4,749
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(Right to  
Buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Molineaux Susan C/O CALITHERA BIOSCIENCES, INC. 343 OYSTER POINT BLVD. #200 SOUTH SAN FRANCISCO, CA 94080	X		PRESIDENT AND CEO	

## Signatures

/s/William D. Waddill, as  
Attorney-in-Fact

12/23/2015

\_\_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).

(1) Includes 2,500 shares acquired under the Company's 2014 Employee Stock Purchase Plan on November 13, 2015.

(2) 1/48 of the Option vests in equal monthly installments one month from 11/07/2011. The option shall be subject to accelerated vesting as set forth in the optionee's employment agreement with the Company.

(3) 1/48 of the Option vests in equal monthly installments one month from 03/27/2012. The option shall be subject to accelerated vesting as set forth in the optionee's employment agreement with the Company.

(4) 1/48 of the Option vests in equal monthly installments one month from 05/23/2013. The option shall be subject to accelerated vesting as set forth in the optionee's employment agreement with the Company.

(5) 1/48 of the Option vests in equal monthly installments one month from 12/17/2013. The option shall be subject to accelerated vesting as set forth in the optionee's employment agreement with the Company.

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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