

Calithera Biosciences, Inc.

Form 4

October 09, 2014

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

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

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(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 of Underlying Securities (Instr. 3 and 4)
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 C/O ADVANCED TECHNOLOGY VENTURES 500 BOYLSTON STREET, SUITE 1380 BOSTON, MA 02116	X
ATV Associates VIII, L.L.C. C/O ADVANCED TECHNOLOGY VENTURES 500 BOYLSTON STREET, SUITE 1380 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 Director 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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