

Calithera Biosciences, Inc.

Form 4

July 15, 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
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(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)
07/13/2015

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 (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)
Common Stock	07/13/2015		M	15,282 A	\$ 0.48 17,782 ⁽¹⁾ ⁽²⁾	D	
Common Stock	07/13/2015		M	14,330 A	\$ 0.48 32,112 ⁽¹⁾ ⁽²⁾	D	
Common Stock	07/13/2015		M	16,396 A	\$ 0.96 48,508 ⁽¹⁾ ⁽²⁾	D	
Common Stock	07/13/2015		M	30,279 A	\$ 2.64 78,787 ⁽¹⁾ ⁽²⁾	D	
					117,962	I	

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Common Stock			By Trust (2)
Common Stock	26,875	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)		8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares
Stock Option (Right to Buy)	\$ 0.48	07/13/2015		M	15,282	<u>(3)</u>	12/13/2021	Common Stock		15,282
Stock Option (Right to Buy)	\$ 0.48	07/13/2015		M	14,330	<u>(4)</u>	06/12/2022	Common Stock		14,330
Stock Option (Right to Buy)	\$ 0.96	07/13/2015		M	16,396	<u>(5)</u>	05/22/2023	Common Stock		16,396
Stock Option (Right to Buy)	\$ 2.64	07/13/2015		M	30,279	<u>(6)</u>	12/16/2023	Common Stock		30,279
Stock Option (Right to Buy)	\$ 0.96	07/13/2015		M	14,087	<u>(5)</u>	05/22/2023	Common Stock		14,087
Stock Option	\$ 2.64	07/13/2015		M	10,288	<u>(6)</u>	12/16/2023	Common Stock		10,288

(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/Susan M.

Molineaux

07/15/2015

__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 May 15, 2015.
- (2) 11,000 shares were transferred from Reporting Person to Molineaux Family Trust Dated Nov. 9, 2000, of which Reporting Person is a Trustee, on June 11, 2015.
- (3) 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.
- (4) 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.
- (5) 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.
- (6) 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. 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.