

Calithera Biosciences, Inc.

Form 4

December 20, 2016

**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  
burden hours per  
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)  
12/19/2016

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	12/19/2016		M	6,306 A	\$ 0.96 8,183 <sup>(1)</sup>	D	
Common Stock	12/19/2016		M	15,627 A	\$ 2.64 23,810 <sup>(1)</sup>	D	
Common Stock					313,336	I	By Trust <sup>(2)</sup>
Common Stock					12,044	I	By Spouse

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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)	\$ 0.96	12/19/2016		M		6,306		<u>(3)</u>	05/22/2023	Common Stock	6,306
Employee Stock Option (Right to Buy)	\$ 2.64	12/19/2016		M		15,627		<u>(4)</u>	12/16/2023	Common Stock	15,627
Employee Stock Option (Right to Buy)	\$ 0.96	12/19/2016		M		5,418		<u>(3)</u>	05/22/2023	Common Stock	5,418
Employee Stock Option (Right to Buy)	\$ 2.64	12/19/2016		M		4,749		<u>(4)</u>	12/16/2023	Common Stock	4,749

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Molineaux Susan C/O CALITHERA BIOSCIENCES, INC.	X		PRESIDENT AND CEO	

343 OYSTER POINT BLVD. #200  
SOUTH SAN FRANCISCO, CA 94080

## Signatures

/s/ Susan M.

12/20/2016

Molineaux

\_\_\_\_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 1,877 shares acquired under the Company's 2014 Employee Stock Purchase Plan on November 15, 2016.
- (2) Shares are held by the Molineaux Family Trust, of which the Reporting Person is a Trustee, including 31,885 shares transferred from the Reporting Person to the Molineaux Family Trust on August 5, 2016.
- (3) 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.
- (4) 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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