

Calithera Biosciences, Inc.
Form 4
October 09, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PAKIANATHAN DEEPIKA

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O DELPHI VENTURES,, 3000
SAND HILL ROAD, BLDG. 1,
SUITE 135

3. Date of Earliest Transaction
(Month/Day/Year)
10/07/2014

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

(Street)
MENLO PARK, CA 94025

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
				(A) or (D) Price			
Common Stock	10/07/2014		C	1,908,073	A <u>1</u> 1,908,073	I	Delphi Ventures VIII, L.P. <u>(2)</u>
Common Stock	10/07/2014		C	18,629	A <u>1</u> 18,629	I	Delphi BioInvestments VIII, L.P. <u>(2)</u>
Common Stock	10/07/2014		P	495,165	A \$ 10 2,403,238	I	Delphi Ventures VIII, L.P. <u>(2)</u>
Common Stock	10/07/2014		P	4,835	A \$ 10 23,464	I	Delphi BioInvestments VIII, L.P. <u>(2)</u>

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

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(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
Series A Preferred Stock	(1)	10/07/2014		C	6,808	(1) (1)	(1) (1)	Common Stock	6,808
Series A Preferred Stock	(1)	10/07/2014		C	66	(1) (1)	(1) (1)	Common Stock	66
Series B Preferred Stock	(1)	10/07/2014		C	415,128	(1) (1)	(1) (1)	Common Stock	415,128
Series B Preferred Stock	(1)	10/07/2014		C	4,053	(1) (1)	(1) (1)	Common Stock	4,053
Series C Preferred Stock	(1)	10/07/2014		C	740,312	(1) (1)	(1) (1)	Common Stock	740,312
Series C Preferred Stock	(1)	10/07/2014		C	7,228	(1) (1)	(1) (1)	Common Stock	7,228
Series D Preferred Stock	(1)	10/07/2014		C	745,825	(1) (1)	(1) (1)	Common Stock	745,825
Series D Preferred Stock	(1)	10/07/2014		C	7,282	(1) (1)	(1) (1)	Common Stock	7,282

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

PAKIANATHAN DEEPIKA
C/O DELPHI VENTURES,
3000 SAND HILL ROAD, BLDG. 1, SUITE 135
MENLO PARK, CA 94025

X X

Signatures

By: /s/ Matthew T. Potter, Name: Matthew T. Potter, Attorney-in-Fact for Deepika R.
Pakianathan, Ph.D.

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).
- (1) The 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.

The securities are directly held as follows: 2,403,238 shares by Delphi Ventures VIII, L.P. ("DV VIII") and 23,464 shares held by Delphi BioInvestments VIII, L.P. ("DBI VIII" and together with DV VIII, the "Delphi VIII Funds"). Delphi Management Partners VIII, L.L.C. ("DMP VIII") is the general partner of each of DV VIII and DBI VIII and may be deemed to have sole voting and dispositive power over the securities held by the Delphi VIII Funds. The Reporting Person is a managing member of DMP VIII and may be deemed to share voting and dispositive power over the securities held by the Delphi VIII Funds. The Reporting Person disclaims beneficial ownership of the securities held by Delphi VIII Funds, except to the extent of any pecuniary interest therein.
- (2)

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.