

Atchinson Robert  
Form 4  
September 28, 2017

**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 \*  
ADAGE CAPITAL PARTNERS  
GP, L.L.C.

(Last) (First) (Middle)

200 CLARENDON STREET, 52ND  
FLOOR,

(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)

09/26/2017

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, par value \$0.0001 ("Common Stock") | 09/26/2017                           |  | S                              |   | 352,000   | D  | \$ 15.68<br>(2)                                       | 3,770,873 | I | See footnote (1) |
| Common Stock                                      | 09/27/2017                           |  | S                              |   | 186,000   | D  | \$ 15.59<br>(3)                                       | 3,584,873 | I | See footnote (1) |
| Common Stock                                      | 09/28/2017                           |  | S                              |   | 38,000  | D  | \$ 15.5   | 3,546,873 | I | See footnote (1) |

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| ADAGE CAPITAL PARTNERS GP, L.L.C.<br>200 CLARENDON STREET, 52ND FLOOR<br>BOSTON, MA 02116 |               | X         |         |       |
| Adage Capital Partners, L.P.<br>200 CLARENDON STREET, 52ND FLOOR<br>BOSTON, MA 02116      |               | X         |         |       |
| Adage Capital Advisors, L.L.C.<br>200 CLARENDON STREET<br>52ND FLOOR<br>BOSTON, MA 02116  |               | X         |         |       |
| Atchinson Robert<br>200 CLARENDON STREET<br>52ND FLOOR<br>BOSTON, MA 02116                |               | X         |         |       |
| Gross Phillip<br>200 CLARENDON STREET<br>52ND FLOOR<br>BOSTON, MA 02116                   |               | X         |         |       |

## Signatures

|  |            |
|--|------------|
| /s/ Adage Capital Partners GP, L.L.C.; By its managing member Adage Capital Advisors, L.L.C.; By its managing member Robert Atchinson  | 09/28/2017 |
| __Signature of Reporting Person  | Date       |
| <br>   |            |
| /s/ Adage Capital Partners, L.P.; By its general partner Adage Capital Partners GP, L.L.C.; By its managing member Adage Capital Advisors, L.L.C.; By its managing member Robert Atchinson | 09/28/2017 |
| __Signature of Reporting Person  | Date       |
| <br>   |            |
| /s/ Adage Capital Advisors, L.L.C.; By its managing member Robert Atchinson  | 09/28/2017 |
| __Signature of Reporting Person  | Date       |
| <br>   |            |
| /s/ Robert Atchinson   | 09/28/2017 |
| __Signature of Reporting Person  | Date       |
| <br>   |            |
| /s/ Phillip Gross  | 09/28/2017 |
| __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 securities to which this filing relates are held directly by Adage Capital Partners, L.P., a Delaware limited partnership (the "Fund"). Adage Capital Partners GP, L.L.C., a Delaware limited liability company ("ACPGP"), serves as the general partner of the Fund and as such has discretion over the portfolio securities beneficially owned by the Fund. Adage Capital Advisors, L.L.C., a Delaware limited liability company ("ACA"), is the managing member of ACPGP and directs ACPGP's operations. Robert Atchinson and Phillip Gross are the managing members of ACPGP and ACA and general partners of the Fund. ACPGP, ACA, Robert Atchinson and Phillip Gross disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

(2) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$15.50 to \$15.75, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth herein.

(3) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$15.405 to \$15.9283, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth herein.

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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