

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 *
George Jean

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

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)		
			Code	V	Amount	(A) or (D)	Price		
COMMON STOCK	10/07/2014		C		1,810,082	A	(\$ 1,810,082)	I	By Partnership (2)
COMMON STOCK	10/07/2014		P		300,000	A	\$ 10 2,110,082	I	By Partnership (2)

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

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number.

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)	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
George Jean C/O ADVANCED TECHNOLOGY VENTURES 500 BOYLSTON STREET, SUITE 1380 BOSTON, MA 02116	X	X		

Signatures

/s/ Jean George 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).

The Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock automatically converted (1) into Common Stock on a one for one basis immediately prior to the consummation of Issuer's initial public offering of Common Stock and had no expiration date.

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- (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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