

Calithera Biosciences, Inc.
 Form 3
 October 01, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol	
Â MORGENTHALER			(Month/Day/Year)		Calithera Biosciences, Inc. [CALA]	
VENTURE PARTNERS IX LP			10/01/2014			
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)
2710 SAND HILL ROAD,			(Check all applicable)			
SUITE 100			_____ Director			6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)			_____ Officer			__X__ Form filed by One Reporting Person
MENLO PARK,Â CAÂ 94025			(give title below)			___ Form filed by More than One Reporting Person
(City)	(State)	(Zip)				

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
------------------------------------	--	---	--

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

Edgar Filing: Calithera Biosciences, Inc. - Form 3

				Shares		or Indirect (I) (Instr. 5)	
SERIES A PREFERRED STOCK	Â (1)	Â (1)	COMMON STOCK	10,999	\$ (1)	D (2)	Â
SERIES B PREFERRED STOCK	Â (1)	Â (1)	COMMON STOCK	419,181	\$ (1)	D (2)	Â
SERIES C PREFERRED STOCK	Â (1)	Â (1)	COMMON STOCK	747,540	\$ (1)	D (2)	Â
SERIES D PREFERRED STOCK	Â (1)	Â (1)	COMMON STOCK	634,195	\$ (1)	D (2)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORGENTHALER VENTURE PARTNERS IX LP 2710 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	Â	Â X	Â	Â

Signatures

MORGENTHALER VENTURE PARTNERS IX, L.P., By: Morgenthaler Management Partners IX, LLC, its Managing Partner, **By: /s/ Ralph E. Christoffersen, Name: Ralph E. Christoffersen, Its: Member

10/01/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock shall automatically convert into Common Stock on a one-for-one basis immediately upon the consummation of Issuer's initial public offering of Common Stock and have no expiration date.
- (2) The securities are held by Morgenthaler Venture Partners IX, L.P. ("MVP IX"). The managing partner of MVP IX is Morgenthaler Management Partners IX, LLC ("MMP IX"). The Member of MMP IX is Ralph E. Christoffersen. As such, the Member of MMP IX shares voting and investment power over the securities held by MMP IX. The Member of MMP IX disclaims beneficial ownership of the securities held by MMP IX except to the extent of his 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. 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.