

Calithera Biosciences, Inc.  
Form 3  
October 01, 2014

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

OMB APPROVAL

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**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 <b>and</b> 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<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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

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

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|                          |       |       |              | Shares  |        | or Indirect<br>(I)<br>(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<br>2710 SAND HILL ROAD, SUITE 100<br>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.