

Shah Nimish P  
Form 4  
September 07, 2018

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**VENROCK ASSOCIATES IV L P**

2. Issuer Name **and** Ticker or Trading  
Symbol  
**Bellerophon Therapeutics, Inc.**  
**[BLPH]**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

**C/O VENROCK, 3340 HILLVIEW  
AVENUE**

**09/05/2018**

(Street)

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

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

**PALO ALTO, CA 94304**

(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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/05/2018 <sup>(1)</sup>		P		50,000	A	\$ 0.8465	6,591,163	I	By funds <sup>(2)</sup>
Common Stock	09/06/2018		P		50,000	A	\$ 0.8419	6,641,163	I	By funds <sup>(2)</sup>
Common Stock	09/07/2018		P		60,000	A	\$ 0.8957	6,701,163	I	By funds <sup>(3)</sup>

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form**

SEC 1474  
(9-02)

**displays a currently valid OMB control 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following the Reported Transaction (Instr. 10)
				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
VENROCK ASSOCIATES IV L P C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304	X
Venrock Healthcare Capital Partners III, L.P. C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304	X
VHCP Co-Investment Holdings III, LLC C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304	X
VHCP Management III, LLC C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304	X
Shah Nimish P C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304	X

## Signatures

David L. Stepp, Authorized  
Signatory

09/07/2018

\_\_Signature of Reporting Person

Date

David L. Stepp, Authorized  
Signatory

09/07/2018

\_\_Signature of Reporting Person

Date

David L. Stepp, Authorized  
Signatory

09/07/2018

\_\_Signature of Reporting Person

Date

David L. Stepp, Authorized  
Signatory

09/07/2018

\_\_Signature of Reporting Person

Date

David L. Stepp,  
Attorney-in-fact

09/07/2018

\_\_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).

This Form 4 is the second of two Form 4s being filed to report the beneficial ownership of the following Reporting Persons: Venrock Associates IV, LP, Venrock Partners, LP, Venrock Entrepreneurs Fund IV, LP, Venrock Management IV, LLC, Venrock Partners

(1) Management, LLC, VEF Management IV, LLC, Venrock Healthcare Capital Partners II, LP, VHCP Management II, LLC, VHCP Co Investment Holdings II, LLC, Venrock Healthcare Capital Partners III, LP, VHCP Management III, LLC, VHCP Co Investment Holdings III, LLC, Bong Koh and Nimish Shah. Two Form 4s are being filed because each form can report a maximum of 10 reporting persons.

(2) Consists of (i) 45,455 shares purchased by Venrock Healthcare Capital Partners III, LP and (ii) 4,545 shares purchased by VHCP Co-Investment Holdings III, LLC.

(3) Consists of (i) 54,546 shares purchased by Venrock Healthcare Capital Partners III, LP and (ii) 5,454 shares purchased by VHCP Co-Investment Holdings III, LLC.

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.