

Calithera Biosciences, Inc.

Form 4

December 23, 2015

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Molineaux Christopher

(Last) (First) (Middle)

C/O CALITHERA BIOSCIENCES,
INC., 343 OYSTER POINT BLVD.
#200

(Street)

SOUTH SAN
FRANCISCO, CA 94080

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Calithera Biosciences, Inc. [CALA]

3. Date of Earliest Transaction
(Month/Day/Year)
12/21/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)

SR. VP, DEVELOPMENT

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock	12/21/2015		M	5,418 A	\$ 0.96 34,793 ⁽¹⁾	D	
Common Stock	12/21/2015		M	4,749 A	\$ 2.64 39,542 ⁽¹⁾	D	
Common Stock					117,962	I	By Trust
Common Stock					109,112	I	By Spouse

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

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SEC 1474
(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 0.96	12/21/2015		M		5,418		<u>(2)</u>	05/22/2023	Common Stock	5,418
Employee Stock Option (Right to Buy)	\$ 2.64	12/21/2015		M		4,749		<u>(3)</u>	12/16/2023	Common Stock	4,749
Employee Stock Option (Right to Buy)	\$ 0.48	12/21/2015		M		4,367		<u>(4)</u>	12/13/2021	Common Stock	4,367
Employee Stock Option (Right to Buy)	\$ 0.48	12/21/2015		M		5,512		<u>(5)</u>	06/12/2022	Common Stock	5,512
Employee Stock Option (Right to Buy)	\$ 0.96	12/21/2015		M		6,306		<u>(6)</u>	05/22/2023	Common Stock	6,306
Employee Stock Option	\$ 2.64	12/21/2015		M		11,640		<u>(7)</u>	12/16/2023	Common Stock	11,640

(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Molineaux Christopher C/O CALITHERA BIOSCIENCES, INC. 343 OYSTER POINT BLVD. #200 SOUTH SAN FRANCISCO, CA 94080			SR. VP, DEVELOPMENT	

Signatures

/s/William D. Waddill, as
Attorney-in-Fact

12/23/2015

__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) Includes 2,500 shares acquired under the Company's 2014 Employee Stock Purchase Plan on November 13, 2015.
- (2) 1/48 of the Option vests in equal monthly installments one month from 05/23/2013. The option shall be subject to accelerated vesting as set forth in the optionee's employment agreement with the Company.
- (3) 1/48 of the Option vests in equal monthly installments one month from 12/17/2013. The option shall be subject to accelerated vesting as set forth in the optionee's employment agreement with the Company.
- (4) 1/48 of the Option vests in equal monthly installments one month from 11/07/2011. The option shall be subject to accelerated vesting as set forth in the optionee's employment agreement with the Company.
- (5) 1/48 of the Option vests in equal monthly installments one month from 03/27/2012. The option shall be subject to accelerated vesting as set forth in the optionee's employment agreement with the Company.
- (6) 1/48 of the Option vests in equal monthly installments one month from 05/23/2013. The option shall be subject to accelerated vesting as set forth in the optionee's employment agreement with the Company.
- (7) 1/48 of the Option vests in equal monthly installments one month from 12/17/2013. The option shall be subject to accelerated vesting as set forth in the optionee's employment agreement with the Company.

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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