

Calithera Biosciences, Inc.
Form 4
December 20, 2016

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 *
Molineaux Susan

(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)
12/19/2016

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)

PRESIDENT AND CEO

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 Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	12/19/2016		M	V	6,306	A	\$ 0.96	8,183 ⁽¹⁾	D	
Common Stock	12/19/2016		M	V	15,627	A	\$ 2.64	23,810 ⁽¹⁾	D	
Common Stock								313,336	I	By Trust ⁽²⁾
Common Stock								12,044	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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(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 0.96	12/19/2016		M	6,306	⁽³⁾ 05/22/2023		Common Stock	6,306
Employee Stock Option (Right to Buy)	\$ 2.64	12/19/2016		M	15,627	⁽⁴⁾ 12/16/2023		Common Stock	15,627
Employee Stock Option (Right to Buy)	\$ 0.96	12/19/2016		M	5,418	⁽³⁾ 05/22/2023		Common Stock	5,418
Employee Stock Option (Right to Buy)	\$ 2.64	12/19/2016		M	4,749	⁽⁴⁾ 12/16/2023		Common Stock	4,749

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Molineaux Susan C/O CALITHERA BIOSCIENCES, INC.	X		PRESIDENT AND CEO	

343 OYSTER POINT BLVD. #200
SOUTH SAN FRANCISCO, CA 94080

Signatures

/s/ Susan M.

12/20/2016

Molineaux

**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 1,877 shares acquired under the Company's 2014 Employee Stock Purchase Plan on November 15, 2016.
- (2) Shares are held by the Molineaux Family Trust, of which the Reporting Person is a Trustee, including 31,885 shares transferred from the Reporting Person to the Molineaux Family Trust on August 5, 2016.
- (3) 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.
- (4) 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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