

Bellerophon Therapeutics, Inc.  
 Form 3  
 February 13, 2015

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

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 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 <b>and</b> Ticker or Trading Symbol |   |
| Â New Mountain Investments II, LLC                                 |         |          | (Month/Day/Year)  | Bellerophon Therapeutics, Inc. [BLPH]              |   |
| (Last)   | (First) | (Middle) | 02/13/2015  |  |   |
| C/O NEW MOUNTAIN CAPITAL, L.L.C., Â 787 SEVENTH AVENUE, 48TH FLOOR |         |          | 4. Relationship of Reporting Person(s) to Issuer  |  | 5. If Amendment, Date Original Filed(Month/Day/Year)  |
| (Street)   |         |          | (Check all applicable)  |  |   |
| NEW YORK, Â NY Â 10019   |         |          | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below) |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> 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) |
|------------------------------------|--|---|--|
| Common Stock                       | 3,789,719  | D <u>(1)</u> <u>(2)</u>   | Â  |

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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------|--------------|--|
|---|---|--|---------------|--------------|--|

Edgar Filing: Bellerophon Therapeutics, Inc. - Form 3

| (Month/Day/Year)    | Derivative Security<br>(Instr. 4) | or Exercise<br>Price of<br>Derivative<br>Security | Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | (Instr. 5) |
|---------------------|-----------------------------------|---|--|------------|
| Date<br>Exercisable | Expiration<br>Date                | Title   | Amount or<br>Number of<br>Shares   |            |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| New Mountain Investments II, LLC<br>C/O NEW MOUNTAIN CAPITAL, L.L.C.<br>787 SEVENTH AVENUE, 48TH FLOOR<br>NEW YORK, NY 10019            | ^             | ^ X       | ^       | ^     |
| New Mountain Affiliated Investors II LP<br>C/O NEW MOUNTAIN CAPITAL, L.L.C.<br>787 SEVENTH AVENUE, 48TH FLOOR<br>NEW YORK, NY 10019     | ^             | ^ X       | ^       | ^     |
| New Mountain Capital, L.L.C.<br>C/O NEW MOUNTAIN CAPITAL, L.L.C.<br>787 SEVENTH AVENUE, 48TH FLOOR<br>NEW YORK, NY 10019                | ^             | ^ X       | ^       | ^     |
| Allegheny New Mountain Partners L P<br>C/O NEW MOUNTAIN CAPITAL, L.L.C.<br>787 SEVENTH AVENUE, 48TH FLOOR<br>NEW YORK, NY 10019         | ^             | ^ X       | ^       | ^     |
| New Mountain Partners II (AIV-A) L.P.<br>C/O NEW MOUNTAIN CAPITAL, L.L.C.<br>787 SEVENTH AVENUE, 48TH FLOOR<br>NEW YORK, NY 10019       | ^             | ^ X       | ^       | ^     |
| New Mountain Partners II (AIV-B) L.P.<br>C/O NEW MOUNTAIN CAPITAL, L.L.C.<br>787 SEVENTH AVENUE, 48TH FLOOR<br>NEW YORK, NY 10019       | ^             | ^ X       | ^       | ^     |
| New Mountain Partners II Special (AIV-A) LP<br>C/O NEW MOUNTAIN CAPITAL, L.L.C.<br>787 SEVENTH AVENUE, 48TH FLOOR<br>NEW YORK, NY 10019 | ^             | ^ X       | ^       | ^     |
| KLINSKY STEVEN B<br>C/O NEW MOUNTAIN CAPITAL, L.L.C.<br>787 SEVENTH AVENUE, 48TH FLOOR<br>NEW YORK, NY 10019                            | ^             | ^ X       | ^       | ^     |

## Signatures

|   |            |
|---|------------|
| /s/ Steven Klinsky, Managing Member of New Mountain Investments II, L.L.C. as GP of Allegheny New Mountain Partners, L.P.         | 02/13/2015 |
| __Signature of Reporting Person   | Date       |
| /s/ Steven Klinsky, Managing Member of New Mountain Investments II, L.L.C. as GP of New Mountain Affiliated Investors II, L.P.    | 02/13/2015 |
| __Signature of Reporting Person   | Date       |
| /s/ Steven Klinsky, CEO, New Mountain Capital, L.L.C.   | 02/13/2015 |
| __Signature of Reporting Person   | Date       |
| /s/ Steven Klinsky, Managing Member of New Mountain Investments II, L.L.C.  | 02/13/2015 |
| __Signature of Reporting Person   | Date       |
| /s/ Steven Klinsky, Managing Member of New Mountain Investments II, L.L.C. as GP of New Mountain Partners II (AIV-A) L.P.         | 02/13/2015 |
| __Signature of Reporting Person   | Date       |
| /s/ Steven Klinsky, Managing Member of New Mountain Investments II, L.L.C. as GP of New Mountain Partners II (AIV-B) L.P.         | 02/13/2015 |
| __Signature of Reporting Person   | Date       |
| /s/ Steven Klinsky, Managing Member of New Mountain Investments II, L.L.C. as GP of New Mountain Partners II Special (AIV-A) L.P. | 02/13/2015 |
| __Signature of Reporting Person   | Date       |
| /s/ Steven Klinsky  | 02/13/2015 |
| __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).

Consists of 270,569 shares held by Allegheny New Mountain Partners, L.P., 62,512 shares held by New Mountain Affiliated Investors II, L.P., 2,996,494 shares held by New Mountain Partners II (AIV-A), L.P. and 460,144 shares held by New Mountain Partners II (AIV-B), L.P. (such holders collectively, the "New Mountain Entities"). The general partner of each of the New Mountain Entities is New

(1) Mountain Investments II, L.L.C. and the manager of each of the New Mountain Entities is New Mountain Capital L.L.C. Steven Klinsky is the managing member of New Mountain Investments II, L.L.C. Adam Weinstein is a member of New Mountain Investments II, L.L.C. Matthew Holt is a member of New Mountain Investments II, L.L.C. New Mountain Investments II, L.L.C. has decision-making power over the disposition and voting of shares of portfolio investments of each of the New Mountain Entities.

New Mountain Capital, L.L.C. also has voting power over the shares of portfolio investments of the New Mountain Entities in its role as the investment advisor. New Mountain Capital, L.L.C. is a wholly-owned subsidiary of New Mountain Capital Group, L.L.C. New Mountain Capital Group, L.L.C. is 100% owned by Steven Klinsky. Since New Mountain Investments II, L.L.C. has decision-making

(2) power over the New Mountain Entities, Mr. Klinsky may be deemed to beneficially own the shares that the New Mountain Entities hold of record or may be deemed to beneficially own. Mr. Klinsky, Mr. Holt, Mr. Weinstein, New Mountain Investments II, L.L.C. and New Mountain Capital, L.L.C. disclaim beneficial ownership over the shares held by the New Mountain Entities, except to the extent of their 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.