

Molineaux Susan
 Form 4
 December 06, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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)

12/05/2017

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)
			Code	V Amount (A) or (D) Price			
Common Stock	12/05/2017		M	7,568 A \$ 0.96	10,068 ⁽¹⁾	D	
Common Stock	12/05/2017		M	5,300 A \$ 2.64	15,368 ⁽¹⁾	D	
Common Stock					349,190	I	By Trust ⁽²⁾
Common Stock					11,702	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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 0.96	12/05/2017		M	7,568	<u>(3)</u> 05/22/2023	Common Stock	7,568
Employee Stock Option (Right to Buy)	\$ 2.64	12/05/2017		M	5,300	<u>(4)</u> 12/16/2023	Common Stock	5,300
Employee Stock Option (Right to Buy)	\$ 0.96	12/05/2017		M	6,502	<u>(3)</u> 05/22/2023	Common Stock	6,502
Employee Stock Option (Right to Buy)	\$ 2.64	12/05/2017		M	2,700	<u>(4)</u> 12/16/2023	Common Stock	2,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X		PRESIDENT AND CEO	

Molineaux Susan
C/O CALITHERA BIOSCIENCES, INC.
343 OYSTER POINT BLVD. #200
SOUTH SAN FRANCISCO, CA 94080

Signatures

/s/ Susan M.
Molineaux

12/06/2017

__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 June 9, 2017.
- (2) Shares are held by the Molineaux Family Trust, of which the Reporting Person is a Trustee, including 23,810 shares transferred from the Reporting Person to the Molineaux Family Trust on March 30, 2017.
- (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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