

Linde North America, Inc.
 Form 5
 January 02, 2018

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Linde North America, Inc.

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2017

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

200 SOMERSET CORPORATE BOULEVARD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

BRIDGEWATER, NJ 08807

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 11/29/2016 | ^ | P4 | 1,920,000 A \$ ⁽¹⁾ | 5,271,796 | D | ^ |
| Common Stock | 09/29/2017 | ^ | P4 | 1,721,992 A \$ ⁽²⁾ | 5,271,796 | D | ^ |

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

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SEC 2270 (9-02)

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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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|-----------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount |
| Common Stock Warrants (right to buy) | \$ 0.8 | 11/29/2016 | Â | P | 1,920,000 | Â | Â (3) | 11/29/2021 | Common Stock | 1,920,000 |
| Common Stock Warrants (right to buy) | \$ 1.242 | 09/29/2017 | Â | P | 1,721,992 | Â | Â (4) | 09/29/2022 | Common Stock | 1,721,992 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Linde North America, Inc. 200 SOMERSET CORPORATE BOULEVARD BRIDGEWATER, NJ 08807 | Â | Â | Â | Â |

Signatures

/s/ Jens Luehring, Chief Executive Officer
Date: 01/02/2018

**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).
- (1) The reported securities are included within Units purchased by the reporting person for \$0.70 per Unit. Each Unit consists of one share of common stock and one warrant to purchase one share of common stock.
 - (2) The reported securities are included within Units purchased by the reporting person for \$1.205 per Unit. Each Unit consists of one share of common stock and one warrant to purchase one share of common stock.
 - (3) The warrants to purchase shares of common stock are currently not exercisable by Linde North America, Inc. due to the exercise limitations of the warrants.
 - (4) The warrants to purchase shares of common stock are currently not exercisable by Linde North America, Inc. due to the exercise limitations of the warrants.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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