

Calithera Biosciences, Inc.
 Form 3
 October 01, 2014

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

OMB APPROVAL

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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 and Ticker or Trading Symbol	
Â Bennett Mark K		(Month/Day/Year)	Calithera Biosciences, Inc. [CALA]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
C/O CALITHERA BIOSCIENCES, INC.,Â 343 OYSTER POINT BLVD. #200		10/01/2014	(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
SOUTH SAN FRANCISCO,Â CAÂ 94080			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below) (specify below)	
			SENIOR VP, RESEARCH	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
COMMON STOCK	31,554	I	By Trust ⁽¹⁾

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 (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â <u>(2)</u>	09/29/2020	Common Stock	1,833	\$ 9.6	D	Â
Stock Option (Right to Buy)	Â <u>(3)</u>	12/13/2021	Common Stock	4,256	\$ 0.48	D	Â
Stock Option (Right to Buy)	Â <u>(4)</u>	06/12/2022	Common Stock	5,107	\$ 0.48	D	Â
Stock Option (Right to Buy)	Â <u>(5)</u>	05/22/2023	Common Stock	15,595	\$ 0.96	D	Â
Stock Option (Right to Buy)	Â <u>(6)</u>	12/16/2023	Common Stock	31,659	\$ 2.64	D	Â
Stock Option (Right to Buy)	Â <u>(7)</u>	09/08/2024	Common Stock	18,740	\$ 7.2	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bennett Mark K C/O CALITHERA BIOSCIENCES, INC. 343 OYSTER POINT BLVD. #200 SOUTH SAN FRANCISCO, CA 94080	Â	Â	Â SENIOR VP, RESEARCH	Â

Signatures

/s/ Mark K.
Bennett

10/01/2014

**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).

- (1) Shares are held directly by Mark K. and Grace T. Bennett 1991 Revocable Trust, of which Reporting Person is a Trustee.
- (2) 1/48 of the Option vests in equal monthly installments one month from 06/01/2010. 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 11/07/2011. 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 03/27/2012. 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 05/23/2013. 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 12/17/2013. The option shall be subject to accelerated vesting as set forth in the optionee's employment agreement with the Company.

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- (7) 1/48 of the Option vests in equal monthly installments one month from 09/09/2014. 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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