

Calithera Biosciences, Inc.
 Form 4
 December 31, 2015

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 *
 Bennett Mark K

(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)
 12/29/2015

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)
 SR. VP, RESEARCH

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 | 12/29/2015 | | M | | 1,217 | A | \$ 0.48 |
| Common Stock | 12/29/2015 | | M | | 1,612 | A | \$ 0.48 |
| Common Stock | 12/29/2015 | | M | | 2,835 | A | \$ 0.96 |
| Common Stock | 12/29/2015 | | M | | 4,749 | A | \$ 2.64 |
| | | | | | 52,374 | I | |

Common
Stock

By Trust
(1)

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 0.48 | 12/29/2015 | | M | 1,217 | <u>(2)</u> 12/13/2021 | Common Stock | 1,217 |
| Stock Option (Right to Buy) | \$ 0.48 | 12/29/2015 | | M | 1,612 | <u>(3)</u> 06/12/2022 | Common Stock | 1,612 |
| Stock Option (Right to Buy) | \$ 0.96 | 12/29/2015 | | M | 2,835 | <u>(4)</u> 05/22/2023 | Common Stock | 2,835 |
| Stock Option (Right to Buy) | \$ 2.64 | 12/29/2015 | | M | 4,749 | <u>(5)</u> 12/16/2023 | Common Stock | 4,749 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SR. VP, RESEARCH

Bennett Mark K
C/O CALITHERA BIOSCIENCES, INC.
343 OYSTER POINT BLVD. #200
SOUTH SAN FRANCISCO, CA 94080

Signatures

/s/ Mark K.
Bennett

12/31/2015

__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).

Shares are held directly by Mark K. and Grace T. Bennett 1991 Revocable Trust, of which Reporting Person is a Trustee ("Bennett Family Trust"), including the following shares transferred from the Reporting Person to Bennett Family Trust: transfers on July 21, 2015

- (1) of a total of 18,365 shares from the Reporting Person's July 8, 2015 option exercises; transfer on July 21, 2015 of 1,136 shares purchased by the Reporting Person on May 15, 2015 under the Company's 2014 Employee Stock Purchase Plan (the "ESPP"); transfer on December 14, 2015 of 1,319 shares purchased by the Reporting Person on November 13, 2015 under the ESPP.
- (2) 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.
- (3) 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.
- (4) 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.
- (5) 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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