

Calithera Biosciences, Inc.
Form SC 13G/A
February 14, 2018

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 2)*

Calithera Biosciences, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

13089P101

(CUSIP Number)

December 31, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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Exhibit Index on Page 15

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NAME OF REPORTING PERSONS

1

Morgenthaler Venture Partners IX, L.P.
("Morgenthaler IX")

2

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

3

(a) (b)
SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Delaware

NUMBER OF 5 SOLE VOTING POWER
SHARES -0-

BENEFICIALLY 6 SHARED VOTING POWER
OWNED -0-

BY EACH 7 SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON 8 SHARED DISPOSITIVE POWER
WITH -0-

9

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10

-0-
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11

..
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

12

0.0%
TYPE OF REPORTING PERSON
PN

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NAME OF REPORTING PERSONS

1

Morgenthaler Management Partners IX,
LLC ("Morgenthaler IX GP")

2

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

3

(a) (b)
SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Delaware

NUMBER OF 5 SOLE VOTING POWER
SHARES -0-

BENEFICIALLY 6 SHARED VOTING POWER
OWNED -0-

BY EACH 7 SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON 8 SHARED DISPOSITIVE POWER
WITH -0-

9

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10

-0-
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11

..
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

12

0.0%
TYPE OF REPORTING PERSON
OO

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NAME OF REPORTING PERSONS

1

Robert C. Bellas, Jr. ("Bellas")
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2

(a) (b)
SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION

3

4

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5	SOLE VOTING POWER
-0-	
6	SHARED VOTING POWER
-0-	
7	SOLE DISPOSITIVE POWER
-0-	
8	SHARED DISPOSITIVE POWER
-0-	

9

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

-0-
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

10

..
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

11

0.0%
TYPE OF REPORTING PERSON

12

IN

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NAME OF REPORTING PERSONS

1

Ralph E. Christoffersen ("Christoffersen")
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2

(a) (b)
SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION

3

4

United States

NUMBER OF 5 SOLE VOTING POWER
SHARES -0-

BENEFICIALLY 6 SHARED VOTING POWER
OWNED -0-

BY EACH 7 SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON 8 SHARED DISPOSITIVE POWER
WITH -0-

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

-0-
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

10

..
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

11

0.0%
TYPE OF REPORTING PERSON

12

IN

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NAME OF REPORTING PERSONS

1

Jason Lettmann ("Lettmann")
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2

(a) (b)
SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION

3

4

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5	SOLE VOTING POWER
-0-	
6	SHARED VOTING POWER
-0-	
7	SOLE DISPOSITIVE POWER
-0-	
8	SHARED DISPOSITIVE POWER
-0-	

9

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

-0-
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

10

..
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

11

0.0%
TYPE OF REPORTING PERSON

12

IN

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NAME OF REPORTING PERSONS

1

Gary R. Little ("Little")
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2

(a) (b)
SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION

3

4

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5	SOLE VOTING POWER
-0-	
6	SHARED VOTING POWER
-0-	
7	SOLE DISPOSITIVE POWER
-0-	
8	SHARED DISPOSITIVE POWER
-0-	

9

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

-0-
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

10

..
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

11

0.0%
TYPE OF REPORTING PERSON

12

IN

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NAME OF REPORTING PERSONS

1

Rebecca Lynn ("Lynn")
 CHECK THE APPROPRIATE BOX IF
 A MEMBER OF A GROUP

2

(a) (b)
 SEC USE ONLY
 CITIZENSHIP OR PLACE OF
 ORGANIZATION

3

4

United States

NUMBER OF 5 SOLE VOTING POWER
 SHARES -0-
 BENEFICIALLY 6 SHARED VOTING POWER
 OWNED -0-
 BY EACH 7 SOLE DISPOSITIVE POWER
 REPORTING -0-
 PERSON 8 SHARED DISPOSITIVE POWER
 WITH -0-

9

AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

-0-
 CHECK BOX IF THE AGGREGATE
 AMOUNT IN ROW (9) EXCLUDES
 CERTAIN SHARES

10

..
 PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW 9

11

0.0%
 TYPE OF REPORTING PERSON

12

IN

CUSIP #13089P101 Page 9 of 17

NAME OF REPORTING PERSONS

1

Gary J. Morgenthaler ("Morgenthaler")
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2

(a) (b)
SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION

3

4

United States

NUMBER OF 5 SOLE VOTING POWER
SHARES -0-
BENEFICIALLY 6 SHARED VOTING POWER
OWNED -0-
BY EACH 7 SOLE DISPOSITIVE POWER
REPORTING -0-
PERSON 8 SHARED DISPOSITIVE POWER
WITH -0-

9

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10

-0-
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11

..
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

12

0.0%
TYPE OF REPORTING PERSON
IN

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NAME OF REPORTING PERSONS

1

Robert D. Pavey (“Pavey”)
 CHECK THE APPROPRIATE BOX IF
 A MEMBER OF A GROUP

2

(a) (b)
 SEC USE ONLY
 CITIZENSHIP OR PLACE OF
 ORGANIZATION

3

4

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5	SOLE VOTING POWER
-0-	
6	SHARED VOTING POWER
-0-	
7	SOLE DISPOSITIVE POWER
-0-	
8	SHARED DISPOSITIVE POWER
-0-	

9

AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

-0-
 CHECK BOX IF THE AGGREGATE
 AMOUNT IN ROW (9) EXCLUDES
 CERTAIN SHARES

10

..
 PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW 9

11

0.0%
 TYPE OF REPORTING PERSON

12

IN

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NAME OF REPORTING PERSONS

1

Henry Plain ("Plain")
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2

(a) (b)
SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION

3

4

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5	SOLE VOTING POWER
-0-	
6	SHARED VOTING POWER
-0-	
7	SOLE DISPOSITIVE POWER
-0-	
8	SHARED DISPOSITIVE POWER
-0-	

9

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

-0-
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

10

..
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

11

0.0%
TYPE OF REPORTING PERSON

12

IN

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This Amendment No. 2 amends the Statement on Schedule 13G, previously filed by Morgenthaler Venture Partners IX, L.P., a Delaware limited partnership, Morgenthaler Management Partners IX, LLC a Delaware limited liability company, Robert C. Bellas, Jr., Ralph E. Christoffersen, Jason Lettmann, Gary R. Little, Rebecca Lynn, Gary J. Morgenthaler, Robert D. Pavey and Henry Plain. The foregoing entities and individuals are collectively referred to as the "Reporting Persons." Only those items as to which there has been a change are included in this Amendment No. 2.

ITEM 4.

OWNERSHIP

The following information with respect to the ownership of the common stock of the Issuer by the persons filing this Statement is provided as of December 31, 2017:

Amount beneficially owned:

- (a) See Row 9 of cover page for each Reporting Person.

Percent of Class:

- (b) See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

Sole power to vote or to direct the vote:

- (i) See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

Shared power to dispose or to direct the disposition of:

(iv)

See Row 8 of cover page for each Reporting Person.

OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

ITEM

5. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x Yes

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2018

MORGENTHALER VENTURE PARTNERS IX, L.P.

By: MORGENTHALER MANAGEMENT PARTNERS IX, LLC
Its: General Partner

By: /s/ Travis Boettner
Name: Travis Boettner
Title: Vice President of Finance and Chief Compliance Officer /
Attorney-in-Fact

MORGENTHALER MANAGEMENT PARTNERS IX, LLC

By: /s/ Travis Boettner
Name: Travis Boettner
Title: Vice President of Finance and Chief Compliance Officer /
Attorney-in-Fact

ROBERT C. BELLAS, JR.

By: /s/ Travis Boettner
Name: Travis Boettner
Title: Attorney-in-Fact

RALPH E. CHRISTOFFERSEN

By: /s/ Travis Boettner

Name: Travis Boettner
Title: Attorney-in-Fact

JASON LETTMANN

By: /s/ Travis Boettner
Name: Travis Boettner
Title: Attorney-in-Fact

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GARY R. LITTLE

By: /s/ Travis Boettner
Name: Travis Boettner
Title: Attorney-in-Fact

REBECCA LYNN

By: /s/ Travis Boettner
Name: Travis Boettner
Title: Attorney-in-Fact

GARY J.
MORGENTHALER

By: /s/ Travis Boettner
Name: Travis Boettner
Title: Attorney-in-Fact

ROBERT D. PAVEY

By: /s/ Travis Boettner
Name: Travis Boettner
Title: Attorney-in-Fact

HENRY PLAIN

By: /s/ Travis Boettner
Name: Travis Boettner
Title: Attorney-in-Fact

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EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
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Exhibit B: Power of Attorney	17

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exhibit A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the common stock of the Issuer shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.

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exhibit B

Power of Attorney

Note that a copy of the applicable Power of Attorney is already on file with the appropriate agencies.