

Parlati Francesco
Form 3/A
March 06, 2018

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 Parlati Francesco | | (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) |
| | | | | 01/06/2017 |
| C/O CALITHERA BIOSCIENCES, INC.,Â 343 OYSTER POINT BLVD. #200 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | VP, RESEARCH | |
| SOUTH SAN FRANCISCO,Â CAÂ 94080 | | | | |
| (City) | (State) | (Zip) | | |

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 | 20,349 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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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 (2) | 05/22/2023 | COMMON STOCK | 1,979 | \$ 0.96 | D | Â |
| STOCK OPTION (RIGHT TO BUY) | Â (3) | 05/22/2023 | COMMON STOCK | 3,116 | \$ 0.96 | D | Â |
| STOCK OPTION (RIGHT TO BUY) | Â (4) | 12/16/2023 | COMMON STOCK | 6,246 | \$ 2.64 | D | Â |
| STOCK OPTION (RIGHT TO BUY) | Â (5) | 09/08/2024 | COMMON STOCK | 5,688 | \$ 7.2 | D | Â |
| STOCK OPTION (RIGHT TO BUY) | Â (6) | 02/10/2025 | COMMON STOCK | 7,000 | \$ 16.4 | D | Â |
| STOCK OPTION (RIGHT TO BUY) | Â (7) | 01/18/2026 | COMMON STOCK | 12,000 | \$ 4.71 | D | Â |
| STOCK OPTION (RIGHT TO BUY) | Â (8) | 11/28/2026 | COMMON STOCK | 25,000 | \$ 3.35 | D | Â |

Reporting Owners

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

Signatures

/s/ Francesco Parlati, Name: Francesco Parlati
03/06/2018

**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) 7,967 shares were omitted from the Reporting Person's original Form 3, and also were omitted from one Form 4 filed by the Reporting Person after his original Form 3 was filed.
 - (2) One-forty-eighth (1/48th) of the Option vests in equal monthly installments beginning November 15, 2012. The Option shall be subject to accelerated vesting as set forth in the optionee's employment agreement with the Company.
 - (3) One- forty-eighth (1/48th) of the Option vests in equal monthly installments one month after May 23, 2013. The Option shall be subject to accelerated vesting as set forth in the optionee's employment agreement with the Company.
 - (4) One-forty-eighth (1/48th) of the Option vests in equal monthly installments one month after December 17, 2013. The Option shall be subject to accelerated vesting as set forth in the optionee's employment agreement with the Company.
 - (5)

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One-forty-eighth (1/48th) of the Option vests in equal monthly installments one month after September 9, 2014. The Option shall be subject to accelerated vesting as set forth in the optionee's employment agreement with the Company.

- (6) One-fourth (1/4th) of the Option vests one year after February 11, 2015; the balance of the Option vests in a series of thirty-six (36) successive equal monthly installments thereafter. The Option shall be subject to accelerated vesting as set forth in the optionee's employment agreement with the Company.

- (7) One-fourth (1/4th) of the Option vests one year after January 19, 2016; the balance of the Option vests in a series of thirty-six (36) successive equal monthly installments thereafter. The Option shall be subject to accelerated vesting as set forth in the optionee's employment agreement with the Company.

- (8) One-fourth (1/4th) of the Option vests one year after November 29, 2016; the balance of the Option vests in a series of thirty-six (36) successive equal monthly installments thereafter. 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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