

Calithera Biosciences, Inc.  
Form S-8  
May 11, 2015

As filed with the U.S. Securities and Exchange Commission on May 11, 2015

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**Calithera Biosciences, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**

**Incorporation or organization)**

**343 Oyster Point Blvd., Suite 200**

**27-2366329**  
**(I.R.S. Employer**

**Identification No.)**

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**South San Francisco, California 94080**

**(Address of principal executive offices) (Zip code)**

**Calithera Biosciences, Inc. 2014 Equity Incentive Plan**

**Calithera Biosciences, Inc. 2014 Employee Stock Purchase Plan**

**(Full title of the plans)**

**Susan M. Molineaux, Ph.D.**

**President and Chief Executive Officer**

**343 Oyster Point Blvd., Suite 200**

**South San Francisco, California 94080**

**(650) 870-1000**

**(Name and address of agent for service) (Telephone number, including area code, of agent for service)**

*Copies to:*

**Barbara A. Kosacz**

**John T. McKenna**

**Danielle E. Naftulin**

**Cooley LLP**

**3175 Hanover Street**

**Palo Alto, California 94304**

**(650) 843-5000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price per Share(2)</b>	<b>Proposed Maximum Aggregate Offering Price(2)</b>	<b>Amount of Registration Fee</b>
Common Stock, par value \$0.0001 per share				
2014 Equity Incentive Plan	717,735	\$9.275	\$6,656,992.13	\$773.55
2014 Employee Stock Purchase Plan	179,433	\$9.275	\$1,664,241.08	\$193.39
<b>Total</b>	<b>897,168</b>		<b>\$8,321,233.21</b>	<b>\$966.94</b>

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of common stock of Calithera Biosciences, Inc. that become issuable under the 2014 Equity Incentive Plan, and the 2014 Employee Stock Purchase Plan set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of the Registrant's common stock.
- (2) Estimated in accordance with Rule 457(c) and (h) under the Securities Act solely for the purpose of calculating the registration fee on the basis of \$9.275, the average of the high and low prices of the Registrant's common stock as reported on The NASDAQ Global Market on May 6, 2015.

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**EXPLANATORY NOTE**

Calithera Biosciences, Inc. (the **Registrant**) is filing this Registration Statement on Form S-8 for the purpose of registering an additional (a) 717,735 shares of its common stock, par value \$0.0001 per share (the **Common Stock**), issuable to eligible persons under the 2014 Equity Incentive Plan, which Common Stock is in addition to the shares of Common Stock registered on the Registrant's Form S-8 filed on October 2, 2014 (File No. 333-199126) and (the **Prior Form S-8**) and (b) 179,433 shares of Common Stock issuable to eligible persons under the 2014 Employee Stock Purchase Plan, which Common Stock is in addition to the shares of Common Stock registered on the Prior Form S-8.

**PART II**
**ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE**

Pursuant to General Instruction E to Form S-8, the contents of the Prior Form S-8 are incorporated by reference herein.

All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**ITEM 8. EXHIBITS**

Exhibit Number	Description	Incorporated by Reference			
		Schedule Form	File Number	Exhibit	Filing Date
4.1	Amended and Restated Certificate of Incorporation of Calithera Biosciences, Inc.	8-K	001-36644	3.1	October 10, 2014
4.2	Amended and Restated Bylaws of Calithera Biosciences, Inc.	S-1	333-198-355	3.4	September 19, 2014
4.3	Form of Common Stock Certificate.	S-1	333-198-355	4.1	September 25, 2014
5.1*	Opinion of Cooley LLP.				
23.1*	Consent of Independent Registered Public Accounting Firm.				

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23.2*	Consent of Cooley LLP (included in Exhibit 5.1).				
24.1*	Power of Attorney (see signature page hereto).				
99.3	2014 Equity Incentive Plan.	S-1	333-198355	10.4	September 25, 2014
99.4	Forms of option agreement and option grant notice for 2014 Equity Incentive Plan.	S-1	333-198355	10.5	September 25, 2014
99.5	2014 Employee Stock Purchase Plan.	S-1	333-198355	10.6	September 25, 2014

\* Filed herewith

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of South San Francisco, State of California, on May 11, 2015.

**CALITHERA BIOSCIENCES, INC.**

By: /s/ Susan M. Molineaux  
Susan M. Molineaux, Ph.D.  
President and Chief Executive Officer

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Susan M. Molineaux, Ph.D. and William D. Waddill, and each or any one of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Susan M. Molineaux	President, Chief Executive Officer and Director	May 11, 2015
Susan M. Molineaux, Ph.D.	<i>(Principal Executive Officer)</i>	
/s/ William D. Waddill	Senior Vice President, Chief Financial Officer, Treasurer and Secretary	May 11, 2015
William D. Waddill	<i>(Principal Financial Accounting Officer)</i>	
/s/ Ralph E. Christoffersen	Director	May 11, 2015
Ralph E. Christoffersen, Ph.D.		
/s/ Jonathan Drachman	Director	May 11, 2015
Jonathan Drachman, M.D.		

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/s/ Jean M. George

Director

May 11, 2015

Jean M. George

/s/ Deepa R. Pakianathan

Director

May 11, 2015

Deepa R. Pakianathan, Ph.D.

/s/ H. Ward Wolff

Director

May 11, 2015

H. Ward Wolff

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**EXHIBIT INDEX**
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