

VENROCK ENTREPRENEURS FUND IV L P

Form 4

September 12, 2018

FORM 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
VENROCK ASSOCIATES IV L P

2. Issuer Name **and** Ticker or Trading
Symbol
Bellerophon Therapeutics, Inc.
[BLPH]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
09/10/2018

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

C/O VENROCK, 3340 HILLVIEW
AVENUE

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

PALO ALTO, CA 94304

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---------|-----------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) Price | | | |
| Common Stock | 09/10/2018 ⁽¹⁾ | | P | | 200,000 | A \$ 1.2182 (2) | 6,901,163 | I | By funds (3) (4) |
| Common Stock | 09/11/2018 | | P | | 200,000 | A \$ 1.1442 (5) | 7,101,163 | I | By funds (3) (4) |
| Common Stock | 09/12/2018 | | P | | 75,000 | A \$ 1.1455 | 7,176,163 | I | By funds (4) (6) |

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

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.

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| VENROCK ASSOCIATES IV L P C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304 | X |
| Venrock Management IV, LLC C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304 | X |
| Venrock Partners, L.P. C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304 | X |
| Venrock Partners Management, LLC C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304 | X |
| VENROCK ENTREPRENEURS FUND IV L P C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304 | X |

X

X

X

X

X

Signatures

09/12/2018

Date _____

09/12/2018

Date _____

09/12/2018

Date _____

09/12/2018

Date _____

09/12/2018

Date _____

09/12/2018

Date _____

09/12/2018

Date _____

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David L. Stepp, Authorized
Signatory 09/12/2018

__Signature of Reporting Person Date

David L. Stepp, Authorized
Signatory 09/12/2018

__Signature of Reporting Person Date

David L. Stepp,
Attorney-in-fact 09/12/2018

__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).

This Form 4 is the first of two Form 4s being filed to report the beneficial ownership of the following Reporting Persons: Venrock Associates IV, LP, Venrock Partners, LP, Venrock Entrepreneurs Fund IV, LP, Venrock Management IV, LLC, Venrock Partners

- (1) Management, LLC, VEF Management IV, LLC, Venrock Healthcare Capital Partners II, LP, VHCP Management II, LLC, VHCP Co Investment Holdings II, LLC, Venrock Healthcare Capital Partners III, LP, VHCP Management III, LLC, VHCP Co Investment Holdings III, LLC, Bong Koh and Nimish Shah. Two Form 4s are being filed because each form can report a maximum of 10 reporting persons.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.2099 to \$1.2265, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.

- (2) Consists of (i) 181,820 shares purchased by Venrock Healthcare Capital Partners III, LP and (ii) 18,180 shares purchased by VHCP Co-Investment Holdings III, LLC.

Venrock Management IV, LLC ("VM4") is the general partner of Venrock Associates IV, LP. Venrock Partners Management, LLC ("VPM") is the general partner of Venrock Partners, LP. VEF Management IV, LLC ("VEFM") is the general partner of Venrock Entrepreneurs Fund IV, LP. VHCP Management II, LLC ("VHCPM2") is the general partner of Venrock Healthcare Capital Partners II, LP and the manager of VHCP Co-Investment Holdings II, LLC. VHCP Management III, LLC ("VHCPM3") is the general partner of Venrock Healthcare Capital Partners III, LP and the manager of VHCP Co-Investment Holdings III, LLC. Bong Koh and Nimish Shah are the managing members of VHCPM2 and VHCPM3. Each of VM4, VPM, VEFM, VHCPM2, VHCPM3, Bong Koh and Nimish Shah (together, the "Managers") may be deemed to beneficially own these shares. Each of the Managers expressly disclaims beneficial ownership over these shares except to the extent of their indirect pecuniary interests therein.

- (3) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.10894 to \$1.1990, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.

- (4) Consists of (i) 68,183 shares purchased by Venrock Healthcare Capital Partners III, LP and (ii) 6,817 shares purchased by VHCP Co-Investment Holdings III, LLC.

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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