

Calithera Biosciences, Inc.  
Form 8-K  
October 07, 2014

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 7, 2014**

**Calithera Biosciences, Inc.**

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

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

**001-36644**  
**(Commission File Number)**

**27-2366329**  
**(IRS Employer Identification No.)**

**of incorporation)**

**343 Oyster Point Blvd. Suite 200**

**South San Francisco, California**

**(Address of principal executive offices)**

**94080**

**(Zip Code)**

**Registrant's telephone number, including area code: (650) 870-1000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.03 Amendments to Articles of Incorporation or Bylaws**

*Amendment and Restatement of Certificate of Incorporation*

On October 7, 2014, Calithera Biosciences, Inc. (the **Company**) filed an amended and restated certificate of incorporation (the **Restated Certificate**) with the Secretary of State of the State of Delaware in connection with the closing of the Company's initial public offering of shares of its common stock. As described in the Company's Registration Statement on Form S-1, as amended (File No. 333-198355), the Company's board of directors and stockholders previously approved the Restated Certificate.

A copy of the Restated Certificate is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

*Amendment and Restatement of Bylaws*

Effective as of October 7, 2014, the Company adopted amended and restated bylaws (the **Restated Bylaws**) in connection with the closing of the Company's initial public offering of shares of its common stock. The Company's board of directors and stockholders previously approved the Restated Bylaws to be adopted in connection with, and to be effective upon, the closing of the Company's initial public offering.

A copy of the Restated Bylaws is attached hereto as Exhibit 3.2 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
3.1	Amended and Restated Certificate of Incorporation of Calithera Biosciences, Inc.
3.2(1)	Amended and Restated Bylaws of Calithera Biosciences, Inc.
(1)	Previously filed as Exhibit 3.4 to Amendment No. 2 to the Company's Registration Statement on Form S-1, as amended (File No. 333-198355), filed with the Commission on September 19, 2014, and incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Calithera Biosciences, Inc.**

Dated: October 7, 2014

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

**INDEX TO EXHIBITS**

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