

Bellerophon Therapeutics, Inc.  
 Form 3  
 February 13, 2015

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

OMB APPROVAL

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**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 *<br>Naidu Manesh<br>(Last) (First) (Middle) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>02/13/2015 | 3. Issuer Name and Ticker or Trading Symbol<br>Bellerophon Therapeutics, Inc. [BLPH] | 4. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below)<br>Chief Business Officer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|--|--|--|--|--|

C/O BELLEROPHON THERAPEUTICS, INC., 53 FRONTAGE ROAD, SUITE 301  
 (Street)

HAMPTON, NJ 08827  
 (City) (State) (Zip)

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

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)     | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|--|--|---|--|
| Common Stock                           | 1,417  | D   | ^  |
| Non-Voting Common Stock <sup>(1)</sup> | 8,402  | D   | ^  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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|                             | Date Exercisable | Expiration Date | (Instr. 4)<br>Title         | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|-----------------------------|------------------|-----------------|-----------------------------|----------------------------|------------------------------|--|------------|
| Stock Option (right to buy) | Â (2)            | 05/14/2018      | Non-Voting Common Stock (1) | 3,991                      | \$ 7.77                      | D  | Â          |
| Stock Option (right to buy) | Â (2)            | 05/30/2020      | Non-Voting Common Stock (1) | 2,235                      | \$ 7.77                      | D  | Â          |
| Stock Option (right to buy) | Â (3)            | 06/19/2024      | Non-Voting Common Stock (1) | 7,983                      | \$ 13.28                     | D  | Â          |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| Naidu Manesh<br>C/O BELLEROPHON THERAPEUTICS, INC.<br>53 FRONTAGE ROAD, SUITE 301<br>HAMPTON, NJ 08827 | Â             | Â         | Â Chief Business Officer | Â     |

## Signatures

/s/ Manesh Naidu 02/13/2015

\*\*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) Automatically converts into common stock upon the closing of the Issuer's initial public offering.
- (2) This option is fully vested.
- (3) This option was granted on June 20, 2014. This option vests as to 25% of the underlying shares on each of the second and third anniversaries of the date of grant and 50% on the fourth anniversary of the date of grant.

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**Remarks:**  
 ExhibitÂ Index:Â 24.1Â PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.