

VHCP Management III, LLC
 Form 4
 March 14, 2019

FORM 4

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

OMB APPROVAL

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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

(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)

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

C/O VENROCK, 3340 HILLVIEW AVENUE

01/23/2019

(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
 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 Ownership (Instr. 4)
				Code V Amount (D) Price			
Common Stock	01/23/2019 ⁽¹⁾		P	142,857 A \$ 0.7	7,529,020	I	By funds (2) (3)

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

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 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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 Healthcare Capital Partners III, L.P. C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304		X		
VHCP Co-Investment Holdings III, LLC C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304		X		
Shah Nimish P C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304		X		
VHCP Management III, LLC C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304		X		

Signatures

David L. Stepp, Authorized Signatory	03/14/2019
<u> </u> **Signature of Reporting Person	Date
David L. Stepp, Authorized Signatory	03/14/2019

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<u> </u> **Signature of Reporting Person	Date
David L. Stepp, Authorized Signatory	03/14/2019
<u> </u> **Signature of Reporting Person	Date
David L. Stepp, Attorney-in-fact	03/14/2019
<u> </u> **Signature of Reporting Person	Date
David L. Stepp, Authorized Signatory	03/14/2019
<u> </u> **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 second 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 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.
- (1) Consists of (i) 129,871 shares purchased by Venrock Healthcare Capital Partners III, LP and (ii) 12,986 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)

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.