

Calithera Biosciences, Inc.
Form SC 13G
January 31, 2017

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No.)***

Calithera Biosciences, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

13089P101

(CUSIP Number)

January 30, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☒ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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- | | | |
|---|---|--------------------------------------|
| 1. | Names of Reporting Persons
Incyte Corporation | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | <input type="radio"/> |
| | (b) | <input type="radio"/> |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
Delaware | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
1,720,430 |
| | 6. | Shared Voting Power
0 |
| | 7. | Sole Dispositive Power
1,720,430* |
| | 8. | Shared Dispositive Power
0 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
1,720,430 | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9)
7.4%* | |
| 12. | Type of Reporting Person (See Instructions)
CO | |

*See footnotes to Item 4 below.

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Item 1(a)

Name of Issuer:

Calithera Biosciences, Inc. (Calithera)

Item 1(b)

Address of Issuer's Principal Executive Offices:

343 Oyster Point Blvd., Suite 200

South San Francisco, CA 94080

Item 2(a)

Name of Person Filing:

Incyte Corporation (Incyte)

Item 2(b)

Address of the Principal Business Office or, if none, Residence:

1801 Augustine Cut-Off, Wilmington, DE 19803

Item 2(c)

Citizenship:

Delaware

Item 2(d)

Title of Class of Securities:

common stock, par value \$0.0001 per share (Common Stock)

Item 2(e)

CUSIP Number:

13089P101

Item 3.

If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable

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Item 4. Ownership

- | | |
|-----|---|
| (a) | Amount beneficially owned: |
| | 1,720,430 shares |
| (b) | Percent of class: |
| | 7.4%(1) |
| (c) | Number of shares as to which the person has: |
| | |
| | (i) Sole power to vote or to direct the vote: |
| | 1,720,430 shares |
| | (ii) Shared power to vote or to direct the vote: |
| | 0 |
| | (iii) Sole power to dispose or to direct the disposition of: |
| | 1,720,430 shares (2) |
| | (iv) Shared power to dispose or to direct the disposition of: |
| | 0 |

(1) The ownership percentage of Incyte has been calculated on the basis of 21,501,842 shares of Common Stock outstanding as of December 31, 2016, as represented to Incyte by Calithera in the Stock Purchase Agreement dated as of January 27, 2017 between Incyte and Calithera (the "Purchase Agreement") pursuant to which Incyte acquired the shares of Common Stock listed in response to (a) of this Item (the "Shares").

(2) Under the Purchase Agreement, Incyte has agreed, subject to limited exceptions, not to sell or otherwise transfer any of the Shares for a period ending 180 days after the closing date of the sale of the Shares.

Item 5. Ownership of Five Percent or Less of a Class.
Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.
Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.
Not applicable

Item 8. Identification and Classification of Members of the Group.
Not applicable

Item 9. Notice of Dissolution of Group.
Not applicable

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Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 31, 2017

INCYTE CORPORATION

By:

/s/ Eric H. Siegel
Eric H. Siegel
Executive Vice President and
General Counsel