

VENROCK ASSOCIATES IV L P
Form 4
August 16, 2018

FORM 4

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

OMB APPROVAL

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

C/O VENROCK, 3340 HILLVIEW AVENUE

08/14/2018

(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 Indirect Ownership (Instr. 4)
Common Stock	08/14/2018		P	(A) 190,977 (1)	\$ 0.6486 6,202,770	I (2)	By funds
Common Stock	08/15/2018		P	(A) 272,000	\$ 0.6467 6,474,770	I (3)	By funds
Common Stock	08/16/2018		P	(A) 66,393	\$ 0.6493 6,541,163	I (4)	By funds

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

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10 reporting persons.

- (2) Consists of (i) 173,617 shares purchased by Venrock Healthcare Capital Partners III, LP and (ii) 17,360 shares purchased by VHCP Co-Investment Holdings III, LLC.
- (3) Consists of (i) 247,275 shares purchased by Venrock Healthcare Capital Partners III, LP and (ii) 24,725 shares purchased by VHCP Co-Investment Holdings II, LLC.
- (4) Consists of (i) 60,358 shares purchased by Venrock Healthcare Capital Partners III, LP and (ii) 6,035 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. 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.