

Calithera Biosciences, Inc.  
Form 8-K  
March 22, 2017

**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): March 21, 2017**

**Calithera Biosciences, Inc.**

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

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

**of incorporation)**

**001-36644**  
**(Commission**

**File Number)**

**27-2366329**  
**(IRS Employer**

**Identification No.)**

**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 (see General Instruction A.2. below):

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))

In this report, Calithera Biosciences, we, us and our refer to Calithera Biosciences, Inc.

### **Item 8.01 Other Events.**

#### *Underwriting Agreement*

On March 21, 2017, Calithera Biosciences, Inc. entered into an underwriting agreement (the ***Underwriting Agreement***) with Leerink Partners LLC, as representative of the several underwriters named therein (collectively, the ***Underwriters***), relating to the issuance and sale (the ***Offering***) of 6,830,000 shares of its common stock, par value \$0.0001 per share. The price to the public in the Offering is \$10.25 per share, and the Underwriters have agreed to purchase the shares from Calithera Biosciences pursuant to the Underwriting Agreement at a price of \$9.635 per share. The net proceeds to Calithera Biosciences from this Offering are expected to be approximately \$65.5 million, after deducting underwriting discounts and commissions and other estimated offering expenses payable by us. The Underwriters have a 30-day option to purchase up to an additional 1,024,500 shares of common stock. All of the shares in the offering are being sold by Calithera Biosciences. The closing of the Offering is expected to occur on or about March 27, 2017, subject to the satisfaction of customary closing conditions.

The Offering is being made pursuant to our effective registration statement on Form S-3 (Registration Statement No. 333-207905), as previously filed with the Securities and Exchange Commission and a related prospectus and prospectus supplement.

The Underwriting Agreement contains customary representations, warranties and agreements by us, customary conditions to closing, indemnification obligations of Calithera Biosciences and the Underwriters, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions. The representations, warranties and covenants contained in the Underwriting Agreement were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to such agreement, and may be subject to limitations agreed upon by the contracting parties.

The Underwriting Agreement is filed as Exhibit 1.1 to this report, and the description of the terms of the Underwriting Agreement is qualified in its entirety by reference to such exhibit. A copy of the opinion of Cooley LLP relating to the legality of the issuance and sale of the shares in the Offering is attached as Exhibit 5.1 hereto.

### **Item 9.01 Financial Statements and Exhibits.**

#### *(d) Exhibits.*

#### **Exhibit**

<b>No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated March 21, 2017.
5.1	Opinion of Cooley LLP.
23.1	Consent of Cooley LLP (contained in Exhibit 5.1).

**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.

Dated: March 22, 2017

**Calithera Biosciences, Inc.**

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

**EXHIBIT INDEX**

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