

Bellerophon Therapeutics, Inc.

Form 3

February 13, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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 *

Â Abrams David

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

02/13/2015

3. Issuer Name and Ticker or Trading Symbol

Bellerophon Therapeutics, Inc. [BLPH]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other (specify below)

Treasurer

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting Person

C/O BELLEROPHON

THERAPEUTICS, INC.,Â 53

FRONTAGE ROAD, SUITE 301

(Street)

HAMPTON,Â NJÂ 08827

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

Date Exercisable

Expiration Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title

Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (1)	12/07/2020	Non-Voting Common Stock (2)	1,596	\$ 7.77	D	Â
Stock Option (right to buy)	Â (3)	06/19/2024	Non-Voting Common Stock (2)	3,991	\$ 13.28	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Abrams David C/O BELLEROPHON THERAPEUTICS, INC. 53 FRONTAGE ROAD, SUITE 301 HAMPTON,Â NJÂ 08827	Â	Â	Â Treasurer	Â

Signatures

/s/ Manesh Naidu, as Attorney-in-Fact for David Abrams 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) This option is fully vested.
- (2) Automatically converts into common stock upon the closing of the Issuer's initial public offering.
- (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.