

VENROCK ASSOCIATES IV L P  
Form 3  
August 16, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

OMB APPROVAL

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**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 * |         |          | 2. Date of Event Requiring Statement             |  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â VENROCK ASSOCIATES<br>IV L P            |         |          | (Month/Day/Year)<br>08/13/2018                   |  | Bellerophon Therapeutics, Inc. [BLPH]              |  |
| (Last)                                    | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer |  |  | 5. If Amendment, Date Original Filed(Month/Day/Year)       |
| C/O VENROCK,Â 3340<br>HILLVIEW AVENUE     |         |          | (Check all applicable)                           |  |  |  |
| (Street)                                  |         |          | ___ Director                                     |  | _X_ 10% Owner                                      | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| PALO ALTO,Â CAÂ 94304                     |         |          | ___ Officer                                      |  | ___ Other  | ___ Form filed by One Reporting Person                     |
| (City)                                    | (State) | (Zip)    | (give title below)                               |  | (specify below)                                    | _X_ Form filed by More than One Reporting Person           |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 6,011,793 <u>(1)</u>                                     | I <u>(2)</u> <u>(3)</u>   | By funds   |

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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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|                        | Date Exercisable          | Expiration Date | Title        | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |          |
|------------------------|---------------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|----------|
| Warrant (right to buy) | 03/26/2018 <sup>(4)</sup> | 09/26/2022      | Common Stock | 4,149,378                  | \$ 1.242 | I <sup>(3)</sup> <sup>(5)</sup>       | By funds |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| VENROCK ASSOCIATES IV L P<br>C/O VENROCK<br>3340 HILLVIEW AVENUE<br>PALO ALTO, CA 94304 | Â             | Â X       | Â       | Â     |
| Shah Nimish P<br>C/O VENROCK<br>3340 HILLVIEW AVENUE<br>PALO ALTO, CA 94304             | Â             | Â X       | Â       | Â     |

## Signatures

/s/ David L. Stepp, Authorized Signatory  
Date: 08/16/2018  
\*\*Signature of Reporting Person

/s/ David L. Stepp, attorney-in-fact  
Date: 08/16/2018  
\*\*Signature of Reporting Person

## 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).

This Form 3 is the second of two Form 3s 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

(1) Management, LLC, VEF Management IV, LLC, Venrock Healthcare Capital Partners II, LP, VHCP Management II, LLC, VHCP Co-Investment Holdings II, LLC, Bong Koh and Nimish Shah. Two Form 3s are being filed because each form can report a maximum of 10 reporting persons.

Consists of (i) 783,407 shares held by Venrock Associates IV, LP ("VA4"), (ii) 159,761 shares held by Venrock Partners, LP ("VP"), (iii) 19,247 shares held by Venrock Entrepreneurs Fund IV, LP ("VEF4"), (iv) 2,952,442 shares held by Venrock Healthcare Capital Partners

(2) II, LP ("VHCP2"), (v) 1,196,936 shares held by VHCP Co-Investment Holdings, LLC ("VHCP Co-2"), (vi) 818,190 shares held by Venrock Healthcare Capital Partners III, LP ("VHCP3") and (vii) 81,810 shares held by VHCP Co-Investment Holdings III, LLC ("VHCP Co-3").

Venrock Partners Management, LLC ("VPM") is the general partner of VP and may be deemed to beneficially own these securities.

Venrock Management IV, LLC ("VM4") is the general partner of VA4 and may be deemed to beneficially own these securities. VHCP Management II, LLC ("VHCPM2") is the general partner of VHCP2 and the manager of VHCP Co-2 and may be deemed to beneficially

(3) own these securities. VHCP Management III, LLC ("VHCPM3") is the general partner of VHCP3 and the manager of VHCP Co-3 and may be deemed to beneficially own these securities. Bong Koh and Nimish Shah are the managing members of VHCPM2 and VHCPM3 and may be deemed to beneficially own these securities. Each of VPM, VM4, Bong Koh, Nimish Shah, VHCPM2 and VHCPM3 expressly disclaim beneficial ownership over these securities except to the extent of their indirect pecuniary interests therein.

(4) These warrants are not exercisable to the extent that, after giving effect to any such exercise, the Reporting Persons' beneficial ownership in the issuer's outstanding common stock would exceed 4.99% (the "Beneficial Ownership Limitation"). The Beneficial Ownership

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Limitation may be increased or decreased by the warrant holder, but shall in no event exceed 9.99%.

- (5) Consists of (i) warrants to purchase an aggregate of 2,952,442 shares held by VHCP2 and (ii) warrants to purchase an aggregate of 1,196,936 shares held by VHCP Co-2.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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