

Bellerophon Therapeutics, Inc.
Form SC 13G/A
February 14, 2019

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

SCHEDULE 13G/A

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Bellerophon Therapeutics, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

078771102

(CUSIP Number)

December 31, 2018

(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 the disclosures provided in a prior cover page.

The information required in 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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CUSIP No. 078771102

- | | |
|-----|---|
| 1. | Name of Reporting Persons
Venrock Associates IV, L.P. |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/> o
(b) <input checked="" type="radio"/> x(1) |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
Delaware |
| 5. | Sole Voting Power
0 |
| 6. | Shared Voting Power
962,415(2) |
| 7. | Sole Dispositive Power
0 |
| 8. | Shared Dispositive Power
962,415(2) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
962,415(2) |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/> x(3) |
| 11. | Percent of Class Represented by Amount in Row (9)
1.6%(4) |
| 12. | Type of Reporting Person (See Instructions)
PN |

(1) This Schedule 13G/A is being filed by (i) Venrock Associates IV, L.P. (VA4), Venrock Partners, L.P. (VP), Venrock Entrepreneurs Fund IV, L.P. (VEF4), Venrock Management IV, LLC (VM4), Venrock Partners Management, LLC (VPM) and VEF Management IV, LLC (VEFM) and together with VA4, VP, VEF4, VM4 and VPM, the Venrock IV Entities) and (ii) Venrock Healthcare Capital Partners II, L.P. (VHCP2), VHCP Co-Investment Holdings II, LLC (VHCP Co-2), VHCP Management II, LLC (VHCPM2), Venrock Healthcare Capital Partners III, L.P. (VHCP3), VHCP Co-Investment Holdings III, LLC (VHCP Co-3), VHCP Management III, LLC (VHCPM3), Nimish Shah (Shah) and Bong Koh (Koh) and together with VHCP2, VHCP Co-2, VHCPM2, VHCP3, VHCP Co-3, VHCPM3 and Shah, the VHCP Entities). The Venrock IV Entities and the VHCP Entities are collectively referred to as the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G/A.

(2) Consists of 783,407 shares held by VA4, 159,761 shares held by VP and 19,247 shares held by VEF4.

(3) The shares included on rows 6, 8 and 9 do not include an aggregate of 6,423,748 shares of common stock held by the VHCP Entities. The Venrock IV Entities disclaim beneficial ownership over the shares held by the VHCP Entities.

(4) This percentage is calculated based upon 58,679,492 shares of common stock outstanding as of November 6, 2018, as reported in the issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 7, 2018.

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(a) <input type="radio"/> o
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VEF Management IV, LLC |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/> o
(b) <input checked="" type="radio"/> x(1) |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
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1. Name of Reporting Persons
Venrock Healthcare Capital Partners II, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b) x(1)
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware

Number of
Shares
Beneficially
Owned by
Each
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Person With:

5.

Sole Voting Power
0