

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

SCHEDULE 13G/A  
Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

**Bellerophon Therapeutics, Inc.**

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(Name of Issuer)

**Common Stock, \$0.01 par value**

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(Title of Class of Securities)

**078771102**

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(CUSIP Number)

**December 31, 2019**

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(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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	1.	Name of Reporting Persons	<u>Venrock Associates IV, L.P.</u>
	2.	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input type="checkbox"/>	
	(b)	<input checked="" type="checkbox"/> (1)	
	3.	SEC Use Only	
	4.	Citizenship or Place of Organization	<u>Delaware</u>
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power	<u>0</u>
	6.	Shared Voting Power	<u>962,415 (2)</u>
	7.	Sole Dispositive Power	<u>0</u>
	8.	Shared Dispositive Power	<u>962,415 (2)</u>
	9.	Aggregate Amount Beneficially Owned by Each Reporting Person	<u>962,415 (2)</u>
	10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/> (3)	
	11.	Percent of Class Represented by Amount in Row (9)	<u>1.4% (4)</u>
	12.	Type of Reporting Person (See Instructions)	<u>PN</u>

- (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 3,553,583 shares of common stock beneficially owned 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 68,703,548 shares of common stock outstanding as of December 24, 2019, as reported in the Issuer's definitive proxy statement filed with the Securities and Exchange Commission on January 7, 2020.

1.	Name of Reporting Persons Venrock Partners, L.P.
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> (1)
3.	SEC Use Only
4.	Citizenship or Place of Organization Delaware
Number of Shares Beneficially Owned by Each Reporting Person With:	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"/> (3)
11.	Percent of Class Represented by Amount in Row (9) 1.4% (4)
12.	Type of Reporting Person (See Instructions) PN

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- (4) This percentage is calculated based upon 68,703,548 shares of common stock outstanding as of December 24, 2019, as reported in the Issuer's definitive proxy statement filed with the Securities and Exchange Commission on January 7, 2020.

	1.	Name of Reporting Persons	Venrock Entrepreneurs Fund IV, L.P.
	2.	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input type="checkbox"/>	
	(b)	<input checked="" type="checkbox"/> (1)	
	3.	SEC Use Only	
	4.	Citizenship or Place of Organization	Delaware
Number of Shares Beneficially Owned by Each Reporting Person With:	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"/> (3)	
	11.	Percent of Class Represented by Amount in Row (9)	1.4% (4)
	12.	Type of Reporting Person (See Instructions)	PN

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- (4) This percentage is calculated based upon 68,703,548 shares of common stock outstanding as of December 24, 2019, as reported in the Issuer’s definitive proxy statement filed with the Securities and Exchange Commission on January 7, 2020.

	1.	Name of Reporting Persons	<u>Venrock Management IV, LLC</u>
	2.	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input type="checkbox"/>	
	(b)	<input checked="" type="checkbox"/> (1)	
	3.	SEC Use Only	
	4.	Citizenship or Place of Organization	<u>Delaware</u>
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power	<u>0</u>
	6.	Shared Voting Power	<u>962,415 (2)</u>
	7.	Sole Dispositive Power	<u>0</u>
	8.	Shared Dispositive Power	<u>962,415 (2)</u>
	9.	Aggregate Amount Beneficially Owned by Each Reporting Person	<u>962,415 (2)</u>
	10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/> (3)	
	11.	Percent of Class Represented by Amount in Row (9)	<u>1.4% (4)</u>
	12.	Type of Reporting Person (See Instructions)	<u>OO</u>

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1.	Name of Reporting Persons Venrock Partners Management, LLC
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> (1)
3.	SEC Use Only
4.	Citizenship or Place of Organization Delaware
Number of Shares Beneficially Owned by Each Reporting Person With:	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"/> (3)
11.	Percent of Class Represented by Amount in Row (9) 1.4% (4)
12.	Type of Reporting Person (See Instructions) OO

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- (4) This percentage is calculated based upon 68,703,548 shares of common stock outstanding as of December 24, 2019, as reported in the Issuer's definitive proxy statement filed with the Securities and Exchange Commission on January 7, 2020.

1.	Name of Reporting Persons VEF Management IV, LLC
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> (1)
3.	SEC Use Only
4.	Citizenship or Place of Organization Delaware
Number of Shares Beneficially Owned by Each Reporting Person With:	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"/> (3)
11.	Percent of Class Represented by Amount in Row (9) 1.4% (4)
12.	Type of Reporting Person (See Instructions) OO

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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) <input type="checkbox"/>	
	(b) <input checked="" type="checkbox"/> (1)	
	3. SEC Use Only	
	4. Citizenship or Place of Organization	Delaware
Number of Shares Beneficially Owned by Each Reporting Person With:	5. Sole Voting Power	0
	6. Shared Voting Power	3,553,583 (2)(3)
	7. Sole Dispositive Power	0
	8. Shared Dispositive Power	3,553,583 (2)(3)
	9. Aggregate Amount Beneficially Owned by Each Reporting Person	3,553,583 (2)(3)
	10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/> (4)	
	11. Percent of Class Represented by Amount in Row (9)	4.99% (5)
	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 (i) 2,255,311 shares of common stock beneficially owned by VHCP2, which includes 1,786,346 shares underlying immediately exercisable warrants; (ii) 914,317 shares of common stock beneficially owned by VHCP Co-2, which includes 724,195 shares underlying immediately exercisable warrants; (iii) 349,052 shares of common stock held by VHCP3 and (iv) 34,903 shares of common stock held by VHCP Co-3.
- (3) The VHCP Entities beneficially own an aggregate of 2,510,541 shares underlying immediately exercisable warrants. These warrants consist of (i) a warrant to purchase 2,952,442 shares of common stock held by VHCP2 and (ii) a warrant to purchase 1,196,936 shares of common stock held by VHCP Co-2. These warrants are subject to a beneficial ownership limitation pursuant to which the holder is prohibited from exercising these warrants to the extent that the holder (together with its affiliates and any other person acting as a group together with the holder or any of the holder's affiliates) would beneficially own more than 4.99% of the number of shares of the Issuer's common stock outstanding immediately after giving effect to the issuance of shares pursuant to the warrant exercise, subject to specified conditions and exceptions. The 2,510,541 shares underlying immediately exercisable warrants reflects the number of shares that may be issued under these warrants that would result in the VHCP Entities having beneficial ownership of 4.99%. The Venrock IV Entities and the VHCP Entities expressly disclaim status as a "group" for purposes of this Schedule 13G/A. However, if the Venrock IV Entities and the VHCP Entities would be deemed to be a "group," then the aggregate number of shares of common stock underlying immediately exercisable warrants would be 1,497,579, and the percentage of beneficial ownership of the VHCP Entities would be 3.6%.
- (4) The shares included on rows 6, 8 and 9 do not include an aggregate of 962,415 shares of common stock held by the Venrock IV Entities. The VHCP Entities disclaim beneficial ownership over the shares held by the Venrock IV Entities.
- (5) This percentage is calculated based upon (i) 68,703,548 shares of common stock outstanding as of December 24, 2019, as reported in the Issuer's definitive proxy statement filed with the Securities and Exchange Commission on January 7, 2020 plus (ii) 2,510,541 shares of common stock underlying immediately exercisable warrants held by the Reporting Persons.



	1. Name of Reporting Persons	<u>VHCP Co-Investment Holdings II, LLC</u>
	2. Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a) <input type="checkbox"/>	
	(b) <input checked="" type="checkbox"/> (1)	
	3. SEC Use Only	
	4. Citizenship or Place of Organization	<u>Delaware</u>
Number of Shares Beneficially Owned by Each Reporting Person With:	5. Sole Voting Power	<u>0</u>
	6. Shared Voting Power	<u>3,553,583 (2)(3)</u>
	7. Sole Dispositive Power	<u>0</u>
	8. Shared Dispositive Power	<u>3,553,583 (2)(3)</u>
	9. Aggregate Amount Beneficially Owned by Each Reporting Person	<u>3,553,583 (2)(3)</u>
	10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/> (4)	
	11. Percent of Class Represented by Amount in Row (9)	<u>4.99% (5)</u>
	12. Type of Reporting Person (See Instructions)	<u>OO</u>

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- (5) This percentage is calculated based upon (i) 68,703,548 shares of common stock outstanding as of December 24, 2019, as reported in the Issuer's definitive proxy statement filed with the Securities and Exchange Commission on January 7, 2020 plus (ii) 2,510,541 shares of common stock underlying immediately exercisable warrants held by the Reporting Persons.

1.	Name of Reporting Persons VHCP Management II, LLC
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> (1)
3.	SEC Use Only
4.	Citizenship or Place of Organization Delaware
5.	Sole Voting Power 0
6.	Shared Voting Power 3,553,583 (2)(3)
7.	Sole Dispositive Power 0
8.	Shared Dispositive Power 3,553,583 (2)(3)
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,553,583 (2)(3)
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/> (4)
11.	Percent of Class Represented by Amount in Row (9) 4.99% (5)
12.	Type of Reporting Person (See Instructions) OO

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

- (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 (i) 2,255,311 shares of common stock beneficially owned by VHCP2, which includes 1,786,346 shares underlying immediately exercisable warrants; (ii) 914,317 shares of common stock beneficially owned by VHCP Co-2, which includes 724,195 shares underlying immediately exercisable warrants; (iii) 349,052 shares of common stock held by VHCP3 and (iv) 34,903 shares of common stock held by VHCP Co-3.
- (3) The VHCP Entities beneficially own an aggregate of 2,510,541 shares underlying immediately exercisable warrants. These warrants consist of (i) a warrant to purchase 2,952,442 shares of common stock held by VHCP2 and (ii) a warrant to purchase 1,196,936 shares of common stock held by VHCP Co-2. These warrants are subject to a beneficial ownership limitation pursuant to which the holder is prohibited from exercising these warrants to the extent that the holder (together with its affiliates and any other person acting as a group together with the holder or any of the holder’s affiliates) would beneficially own more than 4.99% of the number of shares of the Issuer’s common stock outstanding immediately after giving effect to the issuance of shares pursuant to the warrant exercise, subject to specified conditions and exceptions. The 2,510,541 shares underlying immediately exercisable warrants reflects the number of shares that may be issued under these warrants that would result in the VHCP Entities having beneficial ownership of 4.99%. The Venrock IV Entities and the VHCP Entities expressly disclaim status as a “group” for purposes of this Schedule 13G/A. However, if the Venrock IV Entities and the VHCP Entities would be deemed to be a “group,” then the aggregate number of shares of common stock underlying immediately exercisable warrants would be 1,497,579, and the percentage of beneficial ownership of the VHCP Entities would be 3.6%.
- (4) The shares included on rows 6, 8 and 9 do not include an aggregate of 962,415 shares of common stock held by the Venrock IV Entities. The VHCP Entities disclaim beneficial ownership over the shares held by the Venrock IV Entities.
- (5) This percentage is calculated based upon (i) 68,703,548 shares of common stock outstanding as of December 24, 2019, as reported in the Issuer’s definitive proxy statement filed with the Securities and Exchange Commission on January 7, 2020 plus (ii) 2,510,541 shares of common stock underlying immediately exercisable warrants held by the Reporting Persons.

	1. Name of Reporting Persons	<u>Venrock Healthcare Capital Partners III, L.P.</u>
	2. Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a) <input type="checkbox"/>	
	(b) <input checked="" type="checkbox"/> (1)	
	3. SEC Use Only	
	4. Citizenship or Place of Organization	<u>Delaware</u>
Number of Shares Beneficially Owned by Each Reporting Person With:	5. Sole Voting Power	<u>0</u>
	6. Shared Voting Power	<u>3,553,583 (2)(3)</u>
	7. Sole Dispositive Power	<u>0</u>
	8. Shared Dispositive Power	<u>3,553,583 (2)(3)</u>
	9. Aggregate Amount Beneficially Owned by Each Reporting Person	<u>3,553,583 (2)(3)</u>
	10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/> (4)	
	11. Percent of Class Represented by Amount in Row (9)	<u>4.99% (5)</u>
	12. Type of Reporting Person (See Instructions)	<u>PN</u>

- (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.
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	1. Name of Reporting Persons	VHCP Co-Investment Holdings III, LLC
	2. Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a) <input type="checkbox"/>	
	(b) <input checked="" type="checkbox"/> (1)	
	3. SEC Use Only	
	4. Citizenship or Place of Organization	Delaware
Number of Shares Beneficially Owned by Each Reporting Person With:	5. Sole Voting Power	0
	6. Shared Voting Power	3,553,583 (2)(3)
	7. Sole Dispositive Power	0
	8. Shared Dispositive Power	3,553,583 (2)(3)
	9. Aggregate Amount Beneficially Owned by Each Reporting Person	3,553,583 (2)(3)
	10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/> (4)	
	11. Percent of Class Represented by Amount in Row (9)	4.99% (5)
	12. Type of Reporting Person (See Instructions)	OO

- (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.
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	1. Name of Reporting Persons	VHCP Management III, LLC
	2. Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input type="checkbox"/>
	(b)	<input checked="" type="checkbox"/> (1)
	3. SEC Use Only	
	4. Citizenship or Place of Organization	Delaware
Number of Shares Beneficially Owned by Each Reporting Person With:	5. Sole Voting Power	0
	6. Shared Voting Power	3,553,583 (2)(3)
	7. Sole Dispositive Power	0
	8. Shared Dispositive Power	3,553,583 (2)(3)
	9. Aggregate Amount Beneficially Owned by Each Reporting Person	3,553,583 (2)(3)
	10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/> (4)	
	11. Percent of Class Represented by Amount in Row (9)	4.99% (5)
	12. Type of Reporting Person (See Instructions)	OO

- (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.
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	1. Name of Reporting Persons	<u>Shah, Nimish</u>
	2. Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a) <input type="checkbox"/>	
	(b) <input checked="" type="checkbox"/> (1)	
	3. SEC Use Only	
	4. Citizenship or Place of Organization	<u>United States</u>
Number of Shares Beneficially Owned by Each Reporting Person With:	5. Sole Voting Power	<u>0</u>
	6. Shared Voting Power	<u>3,553,583 (2)(3)</u>
	7. Sole Dispositive Power	<u>0</u>
	8. Shared Dispositive Power	<u>3,553,583 (2)(3)</u>
	9. Aggregate Amount Beneficially Owned by Each Reporting Person	<u>3,553,583 (2)(3)</u>
	10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/> (4)	
	11. Percent of Class Represented by Amount in Row (9)	<u>4.99% (5)</u>
	12. Type of Reporting Person (See Instructions)	<u>IN</u>

- (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.
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- (5) This percentage is calculated based upon (i) 68,703,548 shares of common stock outstanding as of December 24, 2019, as reported in the Issuer’s definitive proxy statement filed with the Securities and Exchange Commission on January 7, 2020 plus (ii) 2,510,541 shares of common stock underlying immediately exercisable warrants held by the Reporting Persons.

	1. Name of Reporting Persons	Koh, Bong
	2. Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input type="checkbox"/>
	(b)	<input checked="" type="checkbox"/> (1)
	3. SEC Use Only	
	4. Citizenship or Place of Organization	United States
Number of Shares Beneficially Owned by Each Reporting Person With:	5. Sole Voting Power	0
	6. Shared Voting Power	3,553,583 (2)(3)
	7. Sole Dispositive Power	0
	8. Shared Dispositive Power	3,553,583 (2)(3)
	9. Aggregate Amount Beneficially Owned by Each Reporting Person	3,553,583 (2)(3)
	10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	<input checked="" type="checkbox"/> (4)
	11. Percent of Class Represented by Amount in Row (9)	4.99% (5)
	12. Type of Reporting Person (See Instructions)	IN

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- (4) The shares included on rows 6, 8 and 9 do not include an aggregate of 962,415 shares of common stock held by the Venrock IV Entities. The VHCP Entities disclaim beneficial ownership over the shares held by the Venrock IV Entities.
- (5) This percentage is calculated based upon (i) 68,703,548 shares of common stock outstanding as of December 24, 2019, as reported in the Issuer’s definitive proxy statement filed with the Securities and Exchange Commission on January 7, 2020 plus (ii) 2,510,541 shares of common stock underlying immediately exercisable warrants held by the Reporting Persons.

**Introductory Note:** This Schedule 13G/A is filed on behalf of the following entities and individuals in respect of shares of common stock of Bellerophon Therapeutics, Inc.:

- Venrock Associates IV, L.P., a limited partnership organized under the laws of the State of Delaware (“VA4”);
- Venrock Partners, L.P., a limited partnership organized under the laws of the State of Delaware (“VP”);
- Venrock Entrepreneurs Fund IV, L.P., a limited partnership organized under the laws of the State of Delaware (“VEF4”);
- Venrock Management IV, LLC, a limited liability company organized under the laws of the State of Delaware (“VM4”), the general partner of VA4;
- Venrock Partners Management, LLC, a limited liability company organized under the laws of the State of Delaware (“VPM”), the general partner of VP;
- VEF Management IV, LLC, a limited liability company organized under the laws of the State of Delaware (“VEFM”), the general partner of VEF4;
- Venrock Healthcare Partners II, L.P., a limited partnership organized under the laws of the State of Delaware (“VHCP2”);
- VHCP Co-Investment Holdings II, LLC, a limited liability company organized under the laws of the State of Delaware (“VHCP Co-2”);
- VHCP Management II, LLC, a limited liability company organized under the laws of the State of Delaware (“VHCPM2”), the general partner of VHCP2 and the manager of VHCP Co-2;
- Venrock Healthcare Partners III, L.P., a limited partnership organized under the laws of the State of Delaware (“VHCP3”);
- VHCP Co-Investment Holdings III, LLC, a limited liability company organized under the laws of the State of Delaware (“VHCP Co-3”);
- VHCP Management III, LLC, a limited liability company organized under the laws of the State of Delaware (“VHCPM3”), the general partner of VHCP3 and the manager of VHCP Co-3;
- Nimish Shah, a voting member of VHCPM2 and VHCPM3; and
- Bong Koh, a voting member of VHCPM2 and VHCPM3.

**Item 1.**

- (a) Name of Issuer  
Bellerophon Therapeutics, Inc.
- (b) Address of Issuer’s Principal Executive Offices  
184 Liberty Corner Road, Suite 302  
Warren, NJ 07059
- 

**Item 2.**

- (a) Name of Person Filing  
Venrock Associates IV, L.P.  
Venrock Partners, L.P.  
Venrock Entrepreneurs Fund IV, L.P.  
Venrock Management IV, LLC  
Venrock Partners Management, LLC  
VEF Management IV, LLC  
Venrock Healthcare Capital Partners II, L.P.  
VHCP Co-Investment Holdings II, LLC  
VHCP Management II, LLC  
Venrock Healthcare Capital Partners III, L.P.  
VHCP Co-Investment Holdings III, LLC  
VHCP Management III, LLC  
Nimish Shah  
Bong Koh
-



- (b) Address of Principal Business Office or, if none, Residence  
 New York Office: Palo Alto Office:  
 7 Bryant Park 3340 Hillview Avenue  
 23rd Floor Palo Alto, CA 94304  
 New York, NY 10018
- (c) Citizenship  
 Each of the entities was organized in Delaware. Bong Koh and Nimish Shah are both United States citizens.
- (d) Title of Class of Securities  
 Common Stock, \$0.01 par value
- (e) CUSIP Number  
 078771102

**Item 3.** If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:  
 Not applicable.

**Item 4. Ownership**

- (a) Amount beneficially owned as of December 31, 2019:

Venrock Associates IV, L.P.	962,415(1)
Venrock Partners, L.P.	962,415(1)
Venrock Entrepreneurs Fund IV, L.P.	962,415(1)
Venrock Management IV, LLC	962,415(1)
Venrock Partners Management, LLC	962,415(1)
VEF Management IV, LLC	962,415(1)
Venrock Healthcare Capital Partners II, L.P.	3,553,583(2)
VHCP Co-Investment Holdings II, LLC	3,553,583(2)
VHCP Management II, LLC	3,553,583(2)
Venrock Healthcare Capital Partners III, L.P.	3,553,583(2)
VHCP Co-Investment Holdings III, LLC	3,553,583(2)
VHCP Management III, LLC	3,553,583(2)
Nimish Shah	3,553,583(2)
Bong Koh	3,553,583(2)

## (b) Percent of class as of December 31, 2019:

Venrock Associates IV, L.P.	1.4%(3)
Venrock Partners, L.P.	1.4%(3)
Venrock Entrepreneurs Fund IV, L.P.	1.4%(3)
Venrock Management IV, LLC	1.4%(3)
Venrock Partners Management, LLC	1.4%(3)
VEF Management IV, LLC	1.4%(3)
Venrock Healthcare Capital Partners II, L.P.	4.99%(4)
VHCP Co-Investment Holdings II, LLC	4.99%(4)
VHCP Management II, LLC	4.99%(4)
Venrock Healthcare Capital Partners III, L.P.	4.99%(4)
VHCP Co-Investment Holdings III, LLC	4.99%(4)
VHCP Management III, LLC	4.99%(4)
Nimish Shah	4.99%(4)
Bong Koh	4.99%(4)

## (c) Number of shares as to which the person has, as of December 31, 2019:

## (i) Sole power to vote or to direct the vote

Venrock Associates IV, L.P.	0
Venrock Partners, L.P.	0
Venrock Entrepreneurs Fund IV, L.P.	0
Venrock Management IV, LLC	0
Venrock Partners Management, LLC	0
VEF Management IV, LLC	0
Venrock Healthcare Capital Partners II, L.P.	0
VHCP Co-Investment Holdings II, LLC	0
VHCP Management II, LLC	0
Venrock Healthcare Capital Partners III, L.P.	0
VHCP Co-Investment Holdings III, LLC	0
VHCP Management III, LLC	0
Nimish Shah	0
Bong Koh	0

## (ii) Shared power to vote or to direct the vote

Venrock Associates IV, L.P.	962,415(1)
Venrock Partners, L.P.	962,415(1)
Venrock Entrepreneurs Fund IV, L.P.	962,415(1)
Venrock Management IV, LLC	962,415(1)
Venrock Partners Management, LLC	962,415(1)
VEF Management IV, LLC	962,415(1)
Venrock Healthcare Capital Partners II, L.P.	3,553,583(2)
VHCP Co-Investment Holdings II, LLC	3,553,583(2)
VHCP Management II, LLC	3,553,583(2)
Venrock Healthcare Capital Partners III, L.P.	3,553,583(2)
VHCP Co-Investment Holdings III, LLC	3,553,583(2)
VHCP Management III, LLC	3,553,583(2)
Nimish Shah	3,553,583(2)
Bong Koh	3,553,583(2)

## (iii) Sole power to dispose or to direct the disposition of

Venrock Associates IV, L.P.	0
Venrock Partners, L.P.	0
Venrock Entrepreneurs Fund IV, L.P.	0
Venrock Management IV, LLC	0
Venrock Partners Management, LLC	0
VEF Management IV, LLC	0
Venrock Healthcare Capital Partners II, L.P.	0
VHCP Co-Investment Holdings II, LLC	0
VHCP Management II, LLC	0
Venrock Healthcare Capital Partners III, L.P.	0
VHCP Co-Investment Holdings III, LLC	0
VHCP Management III, LLC	0
Nimish Shah	0
Bong Koh	0

## (iv) Shared power to dispose or to direct the disposition of

Venrock Associates IV, L.P.	962,415(1)
Venrock Partners, L.P.	962,415(1)
Venrock Entrepreneurs Fund IV, L.P.	962,415(1)
Venrock Management IV, LLC	962,415(1)
Venrock Partners Management, LLC	962,415(1)
VEF Management IV, LLC	962,415(1)
Venrock Healthcare Capital Partners II, L.P.	3,553,583(2)
VHCP Co-Investment Holdings II, LLC	3,553,583(2)
VHCP Management II, LLC	3,553,583(2)
Venrock Healthcare Capital Partners III, L.P.	3,553,583(2)
VHCP Co-Investment Holdings III, LLC	3,553,583(2)
VHCP Management III, LLC	3,553,583(2)
Nimish Shah	3,553,583(2)
Bong Koh	3,553,583(2)

- (1) Consists of 783,407 shares held by VA4, 159,761 shares held by VP and 19,247 shares held by VEF4.
- (2) Consists of (i) 2,255,311 shares of common stock beneficially owned by VHCP2, which includes 1,786,346 shares underlying immediately exercisable warrants; (ii) 914,317 shares of common stock beneficially owned by VHCP Co-2, which includes 724,195 shares underlying immediately exercisable warrants; (iii) 349,052 shares of common stock held by VHCP3 and (iv) 34,903 shares of common stock held by VHCP Co-3. The VHCP Entities beneficially own an aggregate of 2,510,541 shares underlying immediately exercisable warrants. These warrants consist of (i) a warrant to purchase 2,952,442 shares of common stock held by VHCP2 and (ii) a warrant to purchase 1,196,936 shares of common stock held by VHCP Co-2. These warrants are subject to a beneficial ownership limitation pursuant to which the holder is prohibited from exercising these warrants to the extent that the holder (together with its affiliates and any other person acting as a group together with the holder or any of the holder's affiliates) would beneficially own more than 4.99% of the number of shares of the Issuer's common stock outstanding immediately after giving effect to the issuance of shares pursuant to the warrant exercise, subject to specified conditions and exceptions. The 2,510,541 shares underlying immediately exercisable warrants reflects the number of shares that may be issued under these warrants that would result in the VHCP Entities having beneficial ownership of 4.99%. The Venrock IV Entities and the VHCP Entities expressly disclaim status as a "group" for purposes of this Schedule 13G/A. However, if the Venrock IV Entities and the VHCP Entities would be deemed to be a "group," then the aggregate number of shares of common stock underlying immediately exercisable warrants would be 1,497,579, and the percentage of beneficial ownership of the VHCP Entities would be 3.6%.
- (3) This percentage is calculated based upon 68,703,548 shares of common stock outstanding as of December 24, 2019, as reported in the Issuer's definitive proxy statement filed with the Securities and Exchange Commission on January 7, 2020.
- (4) This percentage is calculated based upon (i) 68,703,548 shares of common stock outstanding as of December 24, 2019, as reported in the Issuer's definitive proxy statement filed with the Securities and Exchange Commission on January 7, 2020 plus (ii) 2,510,541 shares of common stock underlying immediately exercisable warrants held by the Reporting Persons.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not Applicable

**Item 8. Identification and Classification of Members of the Group**  
Not Applicable

**Item 9. Notice of Dissolution of a Group**  
Not Applicable

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: February 14, 2020

**Venrock Associates IV, L.P.**

By: Venrock Management IV, LLC  
its General Partner

By: /s/ David L. Stepp  
Name: David L. Stepp  
Title: Authorized Signatory

**Venrock Partners, L.P.**

By: Venrock Partners Management, LLC  
its General Partner

By: /s/ David L. Stepp  
Name: David L. Stepp  
Title: Authorized Signatory

**Venrock Entrepreneurs Fund IV, L.P.**

By: VEF Management IV, LLC  
its General Partner

By: /s/ David L. Stepp  
Name: David L. Stepp  
Title: Authorized Signatory

**Venrock Management IV, LLC**

By: /s/ David L. Stepp  
Name: David L. Stepp  
Title: Authorized Signatory

**Venrock Partners Management, LLC**

By: /s/ David L. Stepp  
Name: David L. Stepp  
Title: Authorized Signatory

**VEF Management IV, LLC**

By: /s/ David L. Stepp  
Name: David L. Stepp  
Title: Authorized Signatory

**Venrock Healthcare Capital Partners II, L.P.**

By: VHCP Management II, LLC,  
its General Partner

By: /s/ David L. Stepp  
Name: David L. Stepp  
Title: Authorized Signatory

**VHCP Co-Investment Holdings II, LLC**

By: VHCP Management II, LLC,  
its Manager

By: /s/ David L. Stepp  
Name: David L. Stepp  
Title: Authorized Signatory

**VHCP Management II, LLC**

By: /s/ David L. Stepp  
Name: David L. Stepp  
Title: Authorized Signatory

**Venrock Healthcare Capital Partners III, L.P.**

By: VHCP Management III, LLC,  
its General Partner

By: /s/ David L. Stepp  
Name: David L. Stepp  
Title: Authorized Signatory

**VHCP Co-Investment Holdings III, LLC**

By: VHCP Management III, LLC,  
its Manager

By: /s/ David L. Stepp  
Name: David L. Stepp  
Title: Authorized Signatory

**VHCP Management III, LLC**

By: /s/ David L. Stepp  
Name: David L. Stepp  
Title: Authorized Signatory

/s/ David L. Stepp, as attorney-in-fact  
**Nimish Shah**

/s/ David L. Stepp, as attorney-in-fact  
**Bong Koh**

**EXHIBITS**

- A: Joint Filing Agreement (incorporated by reference to Exhibit A to the Schedule 13G/A filed with the Securities and Exchange Commission on February 14, 2019)
- B: Power of Attorney for Bong Koh (incorporated by reference to Exhibit B to the Schedule 13G filed with the Securities and Exchange Commission on October 10, 2017)
- C: Power of Attorney for Nimish Shah (incorporated by reference to Exhibit C to the Schedule 13G filed with the Securities and Exchange Commission on October 10, 2017)