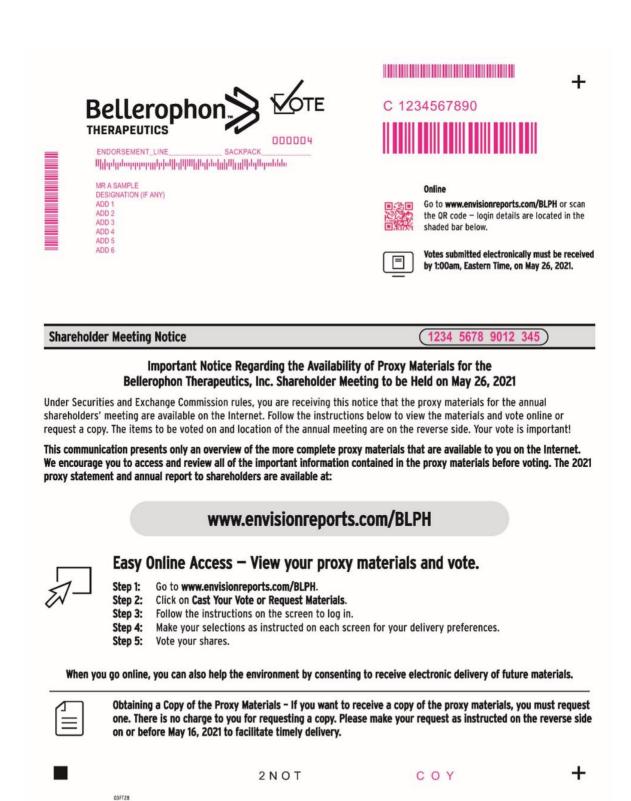
## UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

## **SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant $[X]$ Filed by a Party other than the Registrant $[\ ]$			
Check [ ] [ ] [ ] [ X] [ ]	the appropriate box: Preliminary Proxy Statement Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) Definitive Proxy Statement Definitive Additional Materials Soliciting Material Under § 240.14a-12		
			Bellerophon Therapeutics, Inc. (Name of Registrant as Specified In Its Charter)
	(Name of Person(s) Filing Proxy Statement, if other than the Registrant)		
Paymer [X]	ent of Filing Fee (Check the appropriate box):  No fee required.  Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.		
	1)	Title of	each class of securities to which transaction applies:
	2)	Aggrega	ate number of securities to which transaction applies:
	3)	Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):	
	4)	Propose	d maximum aggregate value of transaction:
	5)	Total fee paid:	
[] Ch	Fee paid previously with preliminary materials.  Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and ident which the offsetting fee was paid previously. Identify the previous filing by registration statemen Form or Schedule and the date of its filing:		rt of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for fee was paid previously. Identify the previous filing by registration statement number, or the
		1)	Amount previously paid:
		2)	Form, Schedule or Registration Statement No:
		3)	Filing party:
		4)	Date Filed:



## **Shareholder Meeting Notice**

Bellerophon Therapeutics, Inc.'s Annual Meeting of Shareholders will be held on Wednesday, May 26, 2021 at 184 Liberty Corner Road. Suite 302, Warren. N.J. 07059 at 10:00 a.m. Eastern Time.

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommends a vote FOR the nominee listed and FOR Proposal 2 and 3 and for every "1 YEAR" for Proposal 4:

- 1. Election of Director:
  - 01 Fabian Tenenbaum
- 2. To ratify the selection of KPMG LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2021.
- 3. To approve by an advisory vote the compensation of our named executive officers.
- 4. To approve by an advisory vote the frequency of holding an advisory vote on compensation of our named executive officers.

Directions to the Bellerophon Therapeutics, Inc. 2021 Annual Meeting

Route 78 Westbound: to exit 33 (Bernardsville/Martinsville). Make a right at the light at the end of the ramp onto Martinsville Road (AKA Liberty Corner Road). Proceed .10 miles to entrance on the right.

Route 78 Eastbound: to exit 33 (Bernardsville/Martinsville). Make a left at the light at the end of the ramp onto Liberty Corner/Martinsville Rd. Proceed on Martinsville Road (AKA Liberty Corner Road) for .25 miles to the entrance on the right.

Route 287 Southbound: to exit 26 (Mt. Airy Rd. / Basking Ridge exit). Make a left onto Mt. Airy Rd. Continue about 2.6 miles, road then turns into Martinsville Rd (AKA Liberty Corner Road). At the 5th traffic light after getting off 287 make a left onto Colonial Crossing. Proceed 3 miles to building straight ahead.

Entrance is marked by a 'Center 78' sign

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must go online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.



## Here's how to order a copy of the proxy materials and select delivery preferences:

Current and future delivery requests can be submitted using the options below.

If you request an email copy, you will receive an email with a link to the current meeting materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a copy of the proxy materials.

- Internet Go to www.envisionreports.com/BLPH. Click Cast Your Vote or Request Materials.
- Phone Call us free of charge at 1-866-641-4276.
- Email Send an email to investorvote@computershare.com with "Proxy Materials Bellerophon Therapeutics, Inc." in the subject line.
   Include your full name and address, plus the number located in the shaded bar on the reverse side, and state that you want a paper copy of the meeting materials.

To facilitate timely delivery, all requests for a paper copy of proxy materials must be received by May 16, 2021.