

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>VENROCK ASSOCIATES IV L P</b>  (Last) (First) (Middle) <b>C/O VENROCK</b> <b>3340 HILLVIEW AVENUE</b>  (Street) <b>PALO ALTO CA 94304</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Bellerophon Therapeutics, Inc. [ BLPH ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>01/23/2019</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/23/2019 <sup>(1)</sup>		P		142,857	A	\$0.7	7,529,020	I	By funds <sup>(2)(3)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <b>VENROCK ASSOCIATES IV L P</b>  (Last) (First) (Middle) <b>C/O VENROCK</b> <b>3340 HILLVIEW AVENUE</b>  (Street) <b>PALO ALTO CA 94304</b>  (City) (State) (Zip)		
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1. Name and Address of Reporting Person\*

[Venrock Partners, L.P.](#)

(Last) (First) (Middle)

C/O VENROCK  
3340 HILLVIEW AVENUE

(Street)

PALO ALTO CA 94304

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[VENROCK ENTREPRENEURS FUND IV L P](#)

(Last) (First) (Middle)

C/O VENROCK  
3340 HILLVIEW AVENUE

(Street)

PALO ALTO CA 94304

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[VEF Management IV, LLC](#)

(Last) (First) (Middle)

C/O VENROCK  
3340 HILLVIEW AVENUE

(Street)

PALO ALTO CA 94304

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Venrock Management IV, LLC](#)

(Last) (First) (Middle)

C/O VENROCK  
3340 HILLVIEW AVENUE

(Street)

PALO ALTO CA 94304

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Venrock Partners Management, LLC](#)

(Last) (First) (Middle)

C/O VENROCK  
3340 HILLVIEW AVENUE

(Street)

PALO ALTO CA 94304

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
<a href="#">Venrock Healthcare Capital Partners II, L.P.</a>		
(Last)	(First)	(Middle)
C/O VENROCK		
3340 HILLVIEW AVENUE		
(Street)		
PALO ALTO	CA	94304
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">VHCP Co-Investment Holdings II, LLC</a>		
(Last)	(First)	(Middle)
C/O VENROCK		
3340 HILLVIEW AVENUE		
(Street)		
PALO ALTO	CA	94304
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">VHCP Management II, LLC</a>		
(Last)	(First)	(Middle)
C/O VENROCK		
3340 HILLVIEW AVENUE		
(Street)		
PALO ALTO	CA	94304
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">Koh Bong Y</a>		
(Last)	(First)	(Middle)
C/O VENROCK		
3340 HILLVIEW AVENUE		
(Street)		
PALO ALTO	CA	94304
(City) (State) (Zip)		

**Explanation of Responses:**

- This Form 4 is the first of two Form 4s 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 Management, LLC, VEF Management IV, LLC, Venrock Healthcare Capital Partners II, LP, VHCP Management II, LLC, VHCP Co Investment Holdings II, LLC, Venrock Healthcare Capital Partners III, LP, VHCP Management III, LLC, VHCP Co Investment Holdings III, LLC, Bong Koh and Nimish Shah. Two Form 4s are being filed because each form can report a maximum of 10 reporting persons.
- Consists of (i) 129,871 shares purchased by Venrock Healthcare Capital Partners III, LP and (ii) 12,986 shares purchased by VHCP Co-Investment Holdings III, LLC.
- Venrock Management IV, LLC ("VM4") is the general partner of Venrock Associates IV, LP. Venrock Partners Management, LLC ("VPM") is the general partner of Venrock Partners, LP. VEF Management IV, LLC ("VEFM") is the general partner of Venrock Entrepreneurs Fund IV, LP. VHCP Management II, LLC ("VHCPM2") is the general partner of Venrock Healthcare Capital Partners II, LP and the manager of VHCP Co-Investment Holdings II, LLC. VHCP Management III, LLC ("VHCPM3") is the general partner of Venrock Healthcare Capital Partners III, LP and the manager of VHCP Co-Investment Holdings III, LLC. Bong Koh and Nimish Shah are the managing members of VHCPM2 and VHCPM3. Each of VM4, VPM, VEFM, VHCPM2, VHCPM3, Bong Koh and Nimish Shah (together, the "Managers") may be deemed to beneficially own these shares. Each of the Managers expressly disclaims beneficial ownership over these shares except to the extent of their indirect pecuniary interests therein.

**Remarks:**

[David L. Stepp, Authorized Signatory](#) 03/14/2019  
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<a href="#"><u>David L. Stepp, Authorized Signatory</u></a>	<a href="#"><u>03/14/2019</u></a>
<a href="#"><u>David L. Stepp, Attorney-in-fact</u></a>	<a href="#"><u>03/14/2019</u></a>

\*\* Signature of Reporting Person      Date

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

\* If the form is filed by more than one reporting person, see Instruction 4 (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).

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**