

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* <u>VENROCK ASSOCIATES IV L P</u> (Last) (First) (Middle) <u>C/O VENROCK</u> <u>3340 HILLVIEW AVENUE</u> (Street) <u>PALO ALTO</u> <u>CA</u> <u>94304</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Bellerophon Therapeutics, Inc.</u> [<u>BLPH</u>] 3. Date of Earliest Transaction (Month/Day/Year) <u>08/14/2018</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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	08/14/2018		P		190,977 ⁽¹⁾	A	\$0.6486	6,202,770	I ⁽²⁾	By funds
Common Stock	08/15/2018		P		272,000	A	\$0.6467	6,474,770	I ⁽³⁾	By funds
Common Stock	08/16/2018		P		66,393	A	\$0.6493	6,541,163	I ⁽⁴⁾	By funds

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	Title	Amount or Number of Shares				

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

1. This Form 4 is the second 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, Bong Koh and Nimish Shah. Two Form 4s are being filed because each form can report a maximum of 10 reporting persons.

- 2. Consists of (i) 173,617 shares purchased by Venrock Healthcare Capital Partners III, LP and (ii) 17,360 shares purchased by VHCP Co-Investment Holdings III, LLC.
- 3. Consists of (i) 247,275 shares purchased by Venrock Healthcare Capital Partners III, LP and (ii) 24,725 shares purchased by VHCP Co-Investment Holdings II, LLC.
- 4. Consists of (i) 60,358 shares purchased by Venrock Healthcare Capital Partners III, LP and (ii) 6,035 shares purchased by VHCP Co-Investment Holdings III, LLC.

Remarks:

<u>/s/ David L. Stepp, Authorized Signatory</u>	<u>08/16/2018</u>
<u>/s/ David L. Stepp, attorney-in-fact</u>	<u>08/16/2018</u>
** 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.