The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

# Notice of Exempt Offering of Securities

OMB APPROVAL		
OMB Number:	3235- 0076	
Estimated a burden	average	
hours per response:	4.00	

1. Issuer's Identity

CIK (Filer ID Number)Previous NamesNoneEntity Type0001600132Bellerophon Therapeutics, LLCXCorporationName of IssuerLimited PartnershipLimited PartnershipBellerophon Therapeutics, Inc.Limited Liability Company General PartnershipGeneral PartnershipDeLAWAREOther (Specify)General PartnershipOver Five Years AgoVarer of Incorporation/OrganizationGeneral PartnershipOver Five Years AgoOther (Specify)Year of Incorporation/OrganizationOver Five Years AgoState/Province/CountryStreet Address 1Street Address IStreet Address 26State/Province/CountryZIP/PostalCodePlane MangeNameStreet Address 2cityState/Province/CountryZIP/PostalCodeVARRENNEW JERSEY070593. Related PersonsState/Province/CountryZIP/PostalCodeState Province/CountryState/Province/CountryZIP/PostalCodeYear of Address IStreet Address 2Citycollerophon Therapeutics, Inc.State/Province/CountryZIP/PostalCodeYear of Address IStreet Address 2Citycollerophon Therapeutics, Inc.Street Address 2VarenCityState/Province/CountryZIP/PostalCodeYear of Address IStreet Address 2Street Address 2CityState/Province/CountryZIP/PostalCodeYear of New JERSEYProveYear 0CityState/Province/CountryZIP/PostalCode <td< th=""><th>-</th><th></th><th></th><th></th></td<>	-				
Name of IssuerLimitpum bind is and pum bind is and pu	CIK (Filer ID Number)		None	Entity Type	
Belerophon Therapeutics, Inc. Infer a function of a subsect of a subse	<u>0001600132</u>	Bellerophon	Therapeutics LLC	X Corporation	
Jurisdiction of Isour Business Trust Other (Specify) Isouress Trust Other (Specify) Vear of Incorporation/Organization Over Five Years Ago Attention (Specify Year) 2015 Yet to Be Formed 2. Principal Place of Business and Contact Information Name of Issuer Bellerophon Therapeutics, Inc. Street Address 1 Street Address 2 184 LIBERTY CORNER ROAD, SUITE 302 City State/Province/Country ZIP/PostalCode Phone Number of Issuer WARREN NEW JERSEY 07059 (908) 574-4770 3. Related Persons Last Name Fabian Street Address 1 Street Address 2 c/o Bellerophon Therapeutics, Inc. 184 LIBERTY CORNER ROAD, SUITE 302 City State/Province/Country ZIP/PostalCode Phone Number of Issuer VARREN NEW JERSEY 07059 (908) 574-4770 3. Related Persons Last Name Fabian Street Address 1 Street Address 2 c/o Bellerophon Therapeutics, Inc. 184 LIBERTY CORNER ROAD, SUITE 302 City State/Province/Country ZIP/PostalCode Varren NEW JERSEY 07059 Relationship: X Executive Officer X Director Promoter Clarification of Response (if Necessary): Chief Executive Officer and Director Last Name First Name Middle Name Fernandes Peter Street Address 1 Street Address 2 Street Address 2 Street Address 2 Street Address 1 Street Address 2 Street Address 2 Street Address 1 Street Address 2 Street Address 2 Street Address 1 Street Address 2 Street Address 2 Street Address 1 Street Address 2 Street Address 1 Street Address 1 Street Address 2 Street Address 1 Street Address 1	Name of Issuer		_	Limited Partnership	
Incorporation/Organization     Buisiness Trust       DELAWARE     Other (Specify)       Year of Incorporation/Organization     Other (Specify)       Over Five Years Ago     X       X Within Last Five Years (Specify Year) 2015 Yet to Be Formed     Street Address 1       2. Principal Place of Business and Contact Information     Name of Issuer       Bellerophon Therapeutics, Inc.     Street Address 1       Street Address 1     Street Address 2       184 LIBERTY CORNER ROAD, SUITE 302     Phone Number of Issuer       WARREN     NEW JERSEY     07059       (908) 574-4770     3. Related Persons       Last Name     First Name     Middle Name       Tenenbaum     Fabian     Street Address 2       (6'b) State/Province/Country     ZIP/PostalCode     YIP/PostalCode       Varren     NEW JERSEY     07059       Relationship: X Executive Officer X Director     Prometra       Chief Executive Officer X Director     Promoter       Chief Executive Officer and Director     Promoter       Chief Executive Officer and Director     First Name     Middle Name       Fernandes     Peter	Bellerophon Therapeutics, Inc.			Limited Liability Company	
DELAWARE Other (Specify) Year of Incorporation/Organization City State/Province/Country City State/Provinc				General Partnership	
Wear of Incorporation/Organization     Other (Specify)       Other (Specify)       Over Five Years Ago     X       X     Within Last Five Years (Specify Year) 2015'       Yet to Be Formed     2       2. Principal Place of Business and Contact Information       Street Address 1       Street Address 1       Street Address 2       (908) 574-4770       Address 1       Street Address 2       (of Bellerophon Therapeutics, Inc.       Isteet Address 2       (of Bellerophon Therapeutics, Inc.       Street Address 2       (of Bellerophon Therapeutics, Inc.       Iste Y Executive Officer X Director       Vertificer X Director       Vertificer X Director       Vertificer X Director       Vertificer X Director       City       Street Address 2   <		n		Business Trust	
Over Five Years Ago X Within Last Five Years (Specify Year) 2015 Yet to Be Formed				Other (Specify)	
X Within Last Five Years (Specify Year) 2015 Yet to Be Formed  2. Principal Place of Business and Contration  Name of Issuer Bellerophon Therapeutics, Inc. Street Address 1 Street Address 2  84 LIBERTY CORNER ROAD, SUITE 302  184 LIBERTY CORNER ROAD, SUITE 302  City NEW JERSEY 07059 (908) 574-4770  3. Related Persons  Last Name Fabian Street Address 1 Street Address 2 (908) 574-4770  4. Street Address 2 (908) 574-4770  4. Street Address 1 Street Address 1 Street Address 2 (908) 574-4770  5. Street Address 1 Street Address 1 Street Address 2 (908) 574-4770  5. Street Address 1 Street Address 2 (908) 574-4770  5. Street Address 1 Street Address 2 (908) 574-4770  5. Street Address 5. Stre	-	rganization			
Yet to Be Formed         2. Principal Place of Business and Contact Information         Name of Issuer         Bellerophon Therapeutics, Inc.         Street Address 1         Street Address 1         Street Address 1         Street Address 2         (ity)         Street Address 2         (jt)         Street Stree	-				
2. Principal Place of Business and Contact Information $ \begin{array}{c c c c c c c } \hline Street S$		Year) 2015			
Name of Issuer         Street Address I       Street Address 2         Bellerophon Therapeutics, Inc.       Street Address 2         Street Address 1       Street Address 7         Street Address 7       Street Address 7         Middle Name         Street Address 7       Street Address 7         Street Address 1       Street Address 2         Street Address 1       Street Address 2         Street Address 1       Street Address 2         Give       Street Address 2         Street Address 1       Street Address 2         Give       Street Address 2         Give       Street Address 2         Street Address 1       Street Address 2         Give       Street Address 2         Give       Street Address 2         Street Address 3       Street Address 2         Give       Street Address 2         Give       Street Address 2         Street Address 2	Yet to Be Formed				
Steet Jeres 1       Steet Jeres 2         Steet Jeres 2         Pione Number of Issuer         Otopo State/Province/County       ZIP/Postal/Code       Pione Number of Issuer         A RERN       NEW JERSEY       Otopo State/Province/County       Otopo State/Province/County <th coing<="" td=""><td>2. Principal Place of Business and C</td><td>Contact Information</td><td></td><td></td></th>	<td>2. Principal Place of Business and C</td> <td>Contact Information</td> <td></td> <td></td>	2. Principal Place of Business and C	Contact Information		
Street Address 1Street Address 2184 LIBERTY CORNER ROAD, SUITE 302ZIP/PostalCodePhone Number of IssuerCityState/Province/CountryZIP/PostalCodePhone Number of IssuerWARRENNEW JERSEY07059(908) 574-47703. Related PersonsFirst NameMiddle NameStreet Address 2Colspan="2">Colspan="2">Street Address 2Colspan="2">GityStreet Address 2Colspan="2">Street Address 2Colspan="2">OTOS9WarrenNEW JERSEYO7059Relationship: X Executive Officer X DirectorPromoterClarification of Response (if Necessar):NEW JERSEY07059Chief Executive Officer and DirectorFirst NameMiddle NameLast NameFirst NameMiddle NameFernandesPeterFirst NameMiddle NameFernandesPeterStreet Address 2	Name of Issu	er			
184 LIBERTY CORNER SUITE 302State/Province/CountryZIP/PostalCodePhone Number of IssuerWARRENNEW JERSEY07059(908) 574-47703. Related PersonsState/Province/CountryMiddle NameErenenbaumFirst NameMiddle NameCate AddressStreet Address 2Middle NameStreet Address184 Liberty Corner Road, Suite 302TeppostalCodeCo Bellerophon Therape ut:184 Liberty Corner Road, Suite 302TeppostalCodeCo Bellerophon Therape ut:184 Liberty Corner Road, Suite 302TeppostalCodeCityState/Province/CountryTeppostalCodeWarenNEW JERSEY07059Relationship: X Executive Officer Surver Viricer Virice	Bellerophon Therapeutics, Inc.				
CitySate/Prote/CountyZIP/PostalCodePhone Number of IssuerNARRENNEW JERSEY07059(908) 574-47703. Related PersonsFirst NameMiddle NameLast NameFirst NameMiddle NameCanada Canada Canad	Street Addres	s 1	St	treet Address 2	
WARRENNEW JERSEY07059(908) 574-47703. Related Persons3. Related PersonsFirst NameMiddle NameLast NameFirst NameMiddle NameTenenbaumFabianStreet Address 2Street Address 1Street Address 2Street Address 2C/o Bellerophon Therapeutics, Inc.184 Liberty Corner Road, Suite 302: State/Province/CountryZIP/PostalCodeWarrenNEW JERSEY07059Relationship: X Executive Officer X DirectorPromoterClarification of Response (if Necessar):Chief Executive Officer and DirectorChief Executive Officer and DirectorFirst NameMiddle NameFernandesPeterStreet Address 1Street Address 2	184 LIBERTY CORNER ROAD, S	SUITE 302			
3. Related Persons       Last Name     First Name     Middle Name       Tenenbaum     Fabian       Street Address 1     Street Address 2       c/o Bellerophon Therapeutics, Inc.     184 Liberty Corner Road, Suite 302       City     State/Province/Country       ZIP/PostalCode       Warren     NEW JERSEY       Varren     NEW JERSEY       Clarification of Response (if Necessary:       Chief Executive Officer and Directory:       Chief Executive Officer and Directory       Last Name     First Name       Middle Name       Fernandes     Peter       Street Address 1     Street Address 2	City Sta	te/Province/Country	ZIP/PostalCode	e Phone Number of Issuer	
Last Name     First Name     Middle Name       Tenenbaum     Fabia       Street Address 1     Street Address 2       Cho Bellerophon Therapeutics, Inc.     184 Liberty Corner Road, Suite 302       Chore     184 Liberty Corner Road, Suite 302       Chore     NEW JENCO Country       Warren     NEW JENCY       Other Street Address 2     07059       Relationship: X Executive Officer X->     Promoter       Chief Executive Officer and Directs     Promoter       Chief Executive Officer and Directs     First Name       Atat Name     First Name       Street Address 1     Other Street Address 2	WARREN NEW	JERSEY	07059	(908) 574-4770	
TenenbaumFabianStreet Address 1Street Address 2Co Bellerophon Therapeutics, Inc.184 Liberty Corner Road, Suite 302CityState/Province/CountryVarrenNEW JERSEYWarrenNEW JERSEYRelationship: X Executive Officer Xire or onoterClarification of Response (if Necess-tricestore)Frist NameLast NameFirst NameMiddle NameFernandesPeterStreet Address 1Street Address 2	3. Related Persons				
Street Address 1Street Address 2C/o Bellerophon Therapeutics, Inc.184 Liberty Corner Road, Suite 302CityState/Province/CountryZIP/PostalCodeWarrenNEW JERSEY07059Relationship: X Executive Officer X DirectorPromoterClarification of Response (if Necessary)PromoterChief Executive Officer and DirectoryFirst NameMiddle NameLast NameFirst NameMiddle NameFernandesPeterStreet Address 1Street Address 2	Last Name	Firs	t Name	Middle Name	
c/o Bellerophon Therapeutics, Inc.     184 Liberty Corner Road, Suite 302       City     State/Province/Country       Warren     NEW JERSEY       O7059       Relationship: X Executive Officer X Director     Promoter       Clarification of Response (if Necessary       Chief Executive Officer and Director       Last Name     First Name       Middle Name       Fernandes     Peter       Street Address 1     Street Address 2	Tenenbaum	Fabian			
CityState/Province/CountryZIP/PostalCodeWarrenNEW JERSEY07059Relationship: X Executive Officer X DirectorPromoterClarification of Response (if Necessary):Clarification of Response (if Necessary):Chief Executive Officer and DirectorFirst NameMiddle NameLast NameFirst NameMiddle NameFernandesPeterStreet Address 1Street Address 2	Street Address 1	Street	Address 2		
WarrenNEW JERSE Y07059Relationship: X Executive Officer X DirectorPromoterClarification of Response (if Necessary):	c/o Bellerophon Therapeutics, Inc.	184 Liberty Corne	er Road, Suite 302		
Relationship: X Executive Officer X Director       Promoter         Clarification of Response (if Necessary):       Chief Executive Officer and Director         Last Name       First Name       Middle Name         Fernandes       Peter         Street Address 1       Street Address 2	City	State/Prov	vince/Country	ZIP/PostalCode	
Clarification of Response (if Necessary): Chief Executive Officer and Director Last Name First Name Middle Name Fernandes Peter Street Address 1 Street Address 2	Warren	NEW JERSEY	07	059	
Chief Executive Officer and Director       Last Name     First Name     Middle Name       Fernandes     Peter       Street Address 1     Street Address 2	<b>Relationship:</b> X Executive Officer	X Director Promote	er		
Last NameFirst NameMiddle NameFernandesPeterStreet Address 1Street Address 2	Clarification of Response (if Necess	sary):			
FernandesPeterStreet Address 1Street Address 2	Chief Executive Officer and Directo	)r			
Street Address 1   Street Address 2	Last Name	Firs	t Name	Middle Name	
	Fernandes	Peter			
a/a Dellaward an Therementing Inc. 1941 iterate Conner Deed Suite 202	Street Address 1	Street	Address 2		
c/o Bellerophon Therapeutics, Inc. 184 Liberty Corner Road, Suite 302	c/o Bellerophon Therapeutics, Inc.	184 Liberty Corn	er Road, Suite 302		
City State/Province/Country ZIP/PostalCode	City	State/Prov	vince/Country	ZIP/PostalCode	
Warren NEW JERSEY 07059	Warren	NEW JERSEY	07	059	
<b>Relationship:</b> X Executive Officer Director Promoter	<b>Relationship:</b> X Executive Officer	Director Promote	r		

Clarification of Response (if Necessary):

Chief Regulatory and Safety Officer

Last Name	First Name	Middle Name	
Quinn Street Address 1	Deborah		
<b>Street Address 1</b> c/o Bellerophon Therapeutics, Inc.	Street Address 2 184 Liberty Corner Road, Suite 302		
City	State/Province/Country	ZIP/PostalCode	
Warren	NEW JERSEY	07059	
<b>Relationship:</b> X Executive Officer		0/000	
-			
Clarification of Response (if Necessa	ary):		
Chief Medical Officer			
Last Name	First Name	Middle Name	
Dekker	Martin		
Street Address 1	Street Address 2		
c/o Bellerophon Therapeutics, Inc.	184 Liberty Corner Road, Suite 302		
City	State/Province/Country	ZIP/PostalCode	
Warren	NEW JERSEY	07059	
<b>Relationship:</b> X Executive Officer	Director Promoter		
Clarification of Response (if Necessa	ary):		
Vice President of Engineering and M	lanufacturing		
Last Name	First Name	Middle Name	
Edmonds	Amy		
Street Address 1	Street Address 2		
c/o Bellerophon Therapeutics, Inc.	184 Liberty Corner Road, Suite 302		
City	State/Province/Country	ZIP/PostalCode	
Warren	NEW JERSEY	07059	
<b>Relationship:</b> X Executive Officer	Director Promoter	0,000	
-			
Clarification of Response (if Necess			
Vice President of Clinical Operations			
Last Name	First Name	Middle Name	
Shah	Parag		
Street Address 1	Street Address 2		
c/o Bellerophon Therapeutics, Inc.	184 Liberty Corner Road, Suite 302		
City	State/Province/Country	ZIP/PostalCode	
Warren	NEW JERSEY	07059	
<b>Relationship:</b> X Executive Officer	Director Promoter		
Clarification of Response (if Necess	ary):		
Vice President of Business Operation	15		
Last Name	First Name	Middle Name	-
Schoeps	Megan		
Street Address 1	Street Address 2		
	184 Liberty Corner Road, Suite 302		
c/o Bellerophon Therapeutics, Inc.	10 · Liberty Conner Houd, Dunce Dol		
	State/Province/Country	ZIP/PostalCode	
c/o Bellerophon Therapeutics, Inc. <b>City</b> Warren	-	<b>ZIP/PostalCode</b> 07059	

Clarification of Response (if Necessary):

Controller and Principal Financial Officer

Last Name	First Name	Middle Name
Peacock	Jonathan	
Street Address 1	Street Address 2	
c/o Bellerophon Therapeutics, Inc.	184 Liberty Corner Road, Suite 302	
City	State/Province/Country	ZIP/PostalCode
Warren	NEW JERSEY	07059
<b>Relationship:</b> Executive Officer X	Director Promoter	
Clarification of Response (if Necessa		
Chairman of the Board		
Last Name	First Name	Middle Name
Amin	Naseem	
Street Address 1	Street Address 2	
c/o Bellerophon Therapeutics, Inc.	184 Liberty Corner Road, Suite 302	
City	State/Province/Country	ZIP/PostalCode
Warren	NEW JERSEY	07059
<b>Relationship:</b> Executive Officer X	C Director Promoter	
Clarification of Response (if Necessa	ry):	
Last Name	First Name	Middle Name
Bruder	Scott	
Street Address 1	Street Address 2	
c/o Bellerophon Therapeutics, Inc.	184 Liberty Corner Road, Suite 302	
City	State/Province/Country	ZIP/PostalCode
Warren	NEW JERSEY	07059
	Director Promoter	
Clarification of Response (if Necessa		
Last Name	First Name	Middle Name
Cloyd	Mary Ann	
Street Address 1	Street Address 2	
c/o Bellerophon Therapeutics, Inc.	184 Liberty Corner Road, Suite 302	
City	State/Province/Country	ZIP/PostalCode
Warren	NEW JERSEY	07059
	Director Promoter	
Clarification of Response (if Necessa		
Last Name	First Name	Middle Name
Luehring	Jens	
Street Address 1	Street Address 2	
c/o Bellerophon Therapeutics, Inc.	184 Liberty Corner Road, Suite 302	
City	State/Province/Country	ZIP/PostalCode
Warren	NEW JERSEY	07059
	C Director Promoter	
-		
Clarification of Response (if Necessa	ry):	

Moura	Andre	
Street Address 1	Street Address 2	
c/o Bellerophon Therapeutics, Inc.	184 Liberty Corner Road, Suite 302	
City	State/Province/Country	ZIP/PostalCode
Warren	NEW JERSEY	07059
<b>Relationship:</b> Executive Officer <i>X</i>	K Director Promoter	
Clarification of Response (if Necessa	ary):	
Last Name	First Name	Middle Name
Tasse	Daniel	
Street Address 1	Street Address 2	
c/o Bellerophon Therapeutics, Inc.	184 Liberty Corner Road, Suite 302	
City	State/Province/Country	ZIP/PostalCode
Warren	NEW JERSEY	07059
<b>Relationship:</b> Executive Officer <i>X</i>	X Director Promoter	
Clarification of Response (if Necessa	ary):	
Last Name	First Name	Middle Name
Weinstein	Adam	
Street Address 1	Street Address 2	
c/o Bellerophon Therapeutics, Inc.	184 Liberty Corner Road, Suite 302	
City	State/Province/Country	ZIP/PostalCode
Warren	NEW JERSEY	07059
<b>Relationship:</b> Executive Officer <i>X</i>	X Director Promoter	

Clarification of Response (if Necessary):

# 4. Industry Group

Agriculture		Health Care	Detailing
Banking & Financial S	ervices		Retailing
0		Biotechnology	Restaurants
Commercial Banking		Health Insurance	Technology
Insurance Investing		Hospitals & Physicians	Computers
Investment Banking		X Pharmaceuticals	Telecommunications
Pooled Investment F	und	Other Health Care	Other Technology
Is the issuer registere	ed as	Manufacturing	Travel
an investment compa	0	Real Estate	Airlines & Airports
the Investment Com Act of 1940?	pany	Commercial	Lodging & Conventions
Yes	No	Construction	Tourism & Travel Services
Other Banking & Fir	nancial Services	<b>REITS &amp; Finance</b>	Other Travel
<b>Business Services</b>		Residential	Other
Energy		Other Real Estate	
Coal Mining		o liter Titul Zolait	
Electric Utilities			
Energy Conservation	1		
Environmental Servi	ces		

Oil & Gas

Other Energy

<b>Revenue Range</b>	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
X Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

	Investment Company	y Act Section 3(c)
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1)	Section 3(c)(9)
Rule 504 (b)(1)(i)	Section 3(c)(2)	Section 3(c)(10)
Rule 504 (b)(1)(ii) Rule 504 (b)(1)(iii)	Section 3(c)(3)	Section 3(c)(11)
Rule 505	Section 3(c)(4)	Section 3(c)(12)
X Rule 506(b)	Section 3(c)(5)	Section 3(c)(13)
Rule 506(c)	Section 3(c)(6)	Section 3(c)(14)
Securities Act Section 4(a)(5)	Section 3(c)(7)	

- 7. Type of Filing
- X New Notice Date of First Sale 2017-05-09 First Sale Yet to Occur Amendment
- 8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

Equity	Pooled Investment Fund Interests
Debt	Tenant-in-Common Securities
X Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Other (describe)
10. Business Combination Transaction	

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number None	
H.C. Wainwright & Co., LLC	375	
(Associated) Broker or Dealer X None	(Associated) Broker or Dealer CRD Number	X None
None	None	

Yes X No

#### Street Address 1

430 Park Avenue City State/Province/Country New York NEW YORK State(s) of Solicitation (select all that apply) Check "All States" or check individual X All States States Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount\$1,612,500 USDorIndefiniteTotal Amount Sold\$1,612,500 USDorIndefiniteTotal Remaining to be Sold\$0 USDorIndefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering. Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$210,000 USD	Estimate
Finders' Fees	\$0 USD	Estimate

Clarification of Response (if Necessary):

### 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

#### Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment

ZIP/Postal Code 10022 Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

• Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Bellerophon Therapeutics, Inc.	/s/ Fabian Tenenbaum	Fabian Tenenbaum	Chief Executive Officer and Director	2017-05-18

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.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.