SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to |
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| 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

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

| 1 | dress of Reporting | Person [*] | 2. Issuer Name and Ticker or Trading Symbol Bellerophon Therapeutics, Inc. [BLPH] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|--------------------------------|--|---------------------|---|-------------------|--|-----------------------|--|--|--|--|
| <u>Moura Andre V.</u> | | | | X | Director Officer (give title below) | 10% Owner | | | | |
| | (First) (Middle) NEW MOUNTAIN CAPITAL, L.L.C. | | 3. Date of Earliest Transaction (Month/Day/Year) 06/05/2018 | | | Other (specify below) | | | | |
| 787 SEVENTH AVENUE, 49TH FLOOR | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) | ndividual or Joint/Group Filing (Check Applicable e) | | | | | |
| (Street) | | | | x | Form filed by One Re | eporting Person | | | | |
| NEW YORK | NY | 10019 | | | Form filed by More th Person | an One Reporting | | | | |
| (City) | (State) | (Zip) | | | | | | | | |

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Execution Date, | | ction Instr. | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|-----------------|------|-----------------|---|---------------|-------|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transa Code (| ction | 5. Numb of | ber | - | Exercisable and 7. on Date of | | 7. Title and Amount of Securities Underlying | | 9. Number of derivative Securities | 10. Ownership Form: | 11. Nature of Indirect Beneficial |
|---------------------------------------|------------------------------------|--|---|------------------------|-------|---|-----|---------------------|----------------------------------|---|--|------------------------|--|---|---|
| (Instr. 3) | Price of Derivative Security | (| | 8) | | Derivative (Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | (wonunday) (car) | | Derivative Security (Instr. 3 and 4) | | Security (Instr. 5) | Beneficially Owned Following Reported Transaction(s) (Instr. 4) | Direct (D) or Indirect (I) (Instr. 4) | Ownership (Instr. 4) |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Option (right to buy) | \$2.27 | 06/05/2018 | | A | | 38,216 | | 06/05/2019 | 06/04/2028 | Common Stock | 38,216 | \$2.27 | 58,216 | D | |

Explanation of Responses:

Remarks:

/s/ Andre V. Moura

06/05/2018 Date

** Signature of Reporting Person

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.