C/O VENROCK

(Street)

(City)

PALO ALTO

3340 HILLVIEW AVENUE

CA

(State)

94304

(Zip)

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	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

OMB APPROVAL					
OMB Number:	3235-0287				
Estimated average burden					

hours per response:	0.5
Estimated average burden	

Instruc	tion 1(b).			File							ies Exchan			934			<u> </u>		
1 Name a	nd Address of	Reporting Person*			-		. ,				mpany Act	01 194	10	5	. Relati	onshi	p of Reportin	g Person(s) to	Issuer
1. Name and Address of Reporting Person <sup>*</sup> <u>VENROCK ASSOCIATES IV L P</u>				2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Bellerophon Therapeutics, Inc.</u> [BLPH]									(Check all applicable) Director X 10% Owner						
				Date of Earliest Transaction (Month/Dov/Mont)											er (give title		r (specify		
(Last) (First) (Middle) C/O VENROCK				3. Date of Earliest Transaction (Month/Day/Year) 09/13/2018											DEIOV	w)	Deio	, , , , , , , , , , , , , , , , , , ,	
3340 HILLVIEW AVENUE															A 11 1.1				
(Ctraci)				4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) PALO ALTO CA 94304															Form filed by One Reporting Person X Form filed by More than One Reporting Person				
(City)	(S	tate) (	Zip)													Pers	011		
		Tab	le I - No	n-Deriv	ative \$	Secu	iritie	s Acc	juired	, Dis	posed o	f, or	Ber	neficia	ally C	) wne	ed		
1. Title of	Security (Ins	tr. 3)		2. Transa Date (Month/Da	tion 2A. Deemed Execution Date, y/Year) if any		Date,	Transaction Code (Instr.		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4				and 5) Securi Benefi		ount of ities icially	6. Ownership Form: Direct (D) or Indirect		
						(Mor	(Month/Day/Year)		8) Code	v	Amount	mount (A) or (D)		Price		Owned Following Reported Transaction(s) (Instr. 3 and 4)		(l) (Instr. 4)	Ownership (Instr. 4)
Common	Stock			09/13/2	2018(1)				Р	$\square$	75,000	- <u>-</u> -	A			7,251,163		I	By funds <sup>(2)(3)</sup>
Common Stock			09/14/	2018				Р		75,000	75,000 A		\$1.23 7,3		7,3	326,163	Ι	By funds <sup>(2)(3)</sup>	
Common Stock 09/17/				2018		Р		60,000	A		\$1.1	824 7,		386,163	Ι	By funds <sup>(3)(4)</sup>			
		Ta									osed of, onvertib				y Ow	ned			
1. Title of	2.	3. Transaction	3A. Deen	ned	4.		5. Nui	mber	6. Date I	Exerci	sable and	7. Ti	tle and	1 1	8. Prie		9. Number o		11. Nature
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	nversion Date Execution Date, (Month/Day/Year) if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) a becurities a constraint of the securities a constraint of t			urities erlying vative urity (li	ities S lying (I ative ity (Instr. 3		Derivative Security Instr. 5) Beneficia Owned Following Reported Transacti (Instr. 4)		by Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)								
				Ī									An	nount	1				
					Code \	,	(A)		Date Exercisa	able	Expiration Date	Title	of	ımber Iares					
		Reporting Person <sup>*</sup>	1										- 1				1		
VENR	OCK AS	SOCIATES IV	<u>/ L P</u>																
(Last)		(First)	(Mid	ldle)		-													
C/O VE																			
3340 HI	LLVIEW A	VENUE				_													
(Street) PALO A	LTO	CA	943	804															
(City)		(State)	(Zip)	)		-													
		Reporting Person <sup>*</sup>	<u> </u>																
(Last)		(First)	(Mid	ldle)		-													

1. Name and Address o <u>Venrock Partner</u>		
(Last)	(First)	(Middle)
C/O VENROCK 3340 HILLVIEW A	VENUE	
(Street)		
PALO ALTO	CA	94304
(City)	(State)	(Zip)
1. Name and Address o <u>Venrock Partner</u>	f Reporting Person <sup>*</sup> ' <u>S Management, I</u>	<u>.LC</u>
(Last)	(First)	(Middle)
C/O VENROCK 3340 HILLVIEW A	VENUE	
(Street) PALO ALTO	СА	94304
(City)	(State)	(Zip)
1. Name and Address o VENROCK EN	f Reporting Person <sup>*</sup> TREPRENEURS	<u>S FUND IV L P</u>
(Last)	(First)	(Middle)
C/O VENROCK 3340 HILLVIEW A	VENUE	
(Street)		
PALO ALTO	CA	94304
(City)	(State)	(Zip)
1. Name and Address o <u>VEF Manageme</u>		
(Last)	(First)	(Middle)
C/O VENROCK		
C/O VENROCK 3340 HILLVIEW A	VENUE	
	VENUE	94304
3340 HILLVIEW A		94304 (Zip)
3340 HILLVIEW A (Street) PALO ALTO (City) 1. Name and Address o	CA (State)	(Zip)
3340 HILLVIEW A (Street) PALO ALTO (City) 1. Name and Address o	CA (State) f Reporting Person*	(Zip)
3340 HILLVIEW A (Street) PALO ALTO (City) 1. Name and Address o Venrock Healthe (Last)	CA (State) f Reporting Person <sup>*</sup> <u>care Capital Partr</u> (First)	(Zip)
3340 HILLVIEW A (Street) PALO ALTO (City) 1. Name and Address o <u>Venrock Health</u> (Last) C/O VENROCK	CA (State) f Reporting Person <sup>*</sup> <u>care Capital Partr</u> (First)	(Zip)
3340 HILLVIEW A (Street) PALO ALTO (City) 1. Name and Address o <u>Venrock Health</u> (Last) C/O VENROCK 3340 HILLVIEW A (Street)	CA (State) f Reporting Person <sup>*</sup> <u>care Capital Partr</u> (First) <u>VENUE</u>	(Zip) ners II, L.P. (Middle)
3340 HILLVIEW A (Street) PALO ALTO (City) 1. Name and Address o <u>Venrock Health</u> (Last) C/O VENROCK 3340 HILLVIEW A (Street) PALO ALTO (City) 1. Name and Address o	CA (State) f Reporting Person <sup>*</sup> Care Capital Partr (First) VENUE CA (State)	(Zip) hers II, L.P. (Middle) 94304 (Zip)
3340 HILLVIEW A (Street) PALO ALTO (City) 1. Name and Address o <u>Venrock Health</u> (Last) C/O VENROCK 3340 HILLVIEW A (Street) PALO ALTO (City) 1. Name and Address o	CA (State) f Reporting Person <sup>*</sup> care Capital Partr (First) VENUE CA (State) f Reporting Person <sup>*</sup>	(Zip) hers II, L.P. (Middle) 94304 (Zip)
3340 HILLVIEW A (Street) PALO ALTO (City) 1. Name and Address o Venrock Healtho (Last) C/O VENROCK 3340 HILLVIEW A (Street) PALO ALTO (City) 1. Name and Address o VHCP Co-Invest	CA (State) f Reporting Person <sup>*</sup> care Capital Partr (First) VENUE CA (State) f Reporting Person <sup>*</sup> stment Holdings I (First)	(Zip) hers II, L.P. (Middle) 94304 (Zip) II, LLC

(City)	(State)	(Zip)
1. Name and Address of <u>VHCP Manage</u>		
(Last) C/O VENROCK	(First)	(Middle)
3340 HILLVIEW	AVENUE	
(Street) PALO ALTO	СА	94304
(City)	(State)	(Zip)
1. Name and Address of <u>Koh Bong Y</u>	of Reporting Person <sup>*</sup>	
(Last) C/O VENROCK	(First)	(Middle)
3340 HILLVIEW	AVENUE	
(Street) PALO ALTO	СА	94304
(City)	(State)	(Zip)

#### Explanation of Responses:

1. 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 Management IV, LLC, Venrock Healthcare Capital Partners II, LP, VHCP Management III, LLC, VEF Management IV, LLC, Venrock Healthcare Capital Partners II, LP, VHCP Management III, LLC, 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.

2. Consists of (i) 68,183 shares purchased by Venrock Healthcare Capital Partners III, LP and (ii) 6,817 shares purchased by VHCP Co-Investment Holdings III, LLC.

3. 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 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 II, LLC. 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. 4. Consists of (i) 54,546 shares purchased by Venrock Healthcare Capital Partners III, LP and (ii) 5,454 shares purchased by VHCP Co-Investment Holdings III, LLC.

#### **Remarks:**

David L. Stepp, Authorized	09/17/2018
<u>Signatory</u>	
<u>David L. Stepp, Authorized</u> <u>Signatory</u>	<u>09/17/2018</u>
<u>David L. Stepp, Attorney-in-</u> <u>fact</u>	<u>09/17/2018</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.