

Bellerophon Therapeutics, Inc.
Form SC 13G/A
February 14, 2017

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

SCHEDULE 13G/A

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Bellerophon Therapeutics, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

078771102

(CUSIP Number)

December 31, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 078771102

- | | | |
|-----|---|--|
| 1. | Name of Reporting Persons Venrock Associates IV, L.P. | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input checked="" type="checkbox"/> (1) | |
| | (b) <input type="checkbox"/> (0) | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization Delaware | |
| 5. | | Sole Voting Power 0 |
| 6. | | Shared Voting Power 962,415(2) |
| 7. | | Sole Dispositive Power 0 |
| 8. | | Shared Dispositive Power 962,415(2) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 962,415(2) | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="checkbox"/> (0) |
| 11. | Percent of Class Represented by Amount in Row (9) 3.0%(3) | |
| 12. | Type of Reporting Person (See Instructions) PN | |

-
- (1) Venrock Associates IV, L.P. (VA4), Venrock Partners, L.P. (VP), Venrock Entrepreneurs Fund IV, L.P. (VEF4), Venrock Management IV, LLC (the general partner of VA4), Venrock Partners Management, LLC (the general partner of VP) and VEF Management IV, LLC (the general partner of VEF4) are members of a group for purposes of this Schedule 13G/A.
- (2) Consists of 783,407 shares of common stock owned by VA4, 159,761 shares of common stock owned by VP and 19,247 shares of common stock owned by VEF4.
- (3) This percentage is calculated based upon 31,702,624 shares of the Issuer's common stock outstanding after the closing of its public offering as set forth in the Issuer's prospectus filed with the Securities and Exchange Commission on November 23, 2016.

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|-----|---|--|
| 1. | Name of Reporting Persons Venrock Partners, L.P. | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input checked="" type="checkbox"/> (1) | |
| | (b) <input type="checkbox"/> (0) | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization Delaware | |
| 5. | | Sole Voting Power 0 |
| 6. | | Shared Voting Power 962,415(2) |
| 7. | | Sole Dispositive Power 0 |
| 8. | | Shared Dispositive Power 962,415(2) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 962,415(2) | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="checkbox"/> (0) |
| 11. | Percent of Class Represented by Amount in Row (9) 3.0%(3) | |
| 12. | Type of Reporting Person (See Instructions) PN | |

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- (1) Venrock Associates IV, L.P. (VA4), Venrock Partners, L.P. (VP), Venrock Entrepreneurs Fund IV, L.P. (VEF4), Venrock Management IV, LLC (the general partner of VA4), Venrock Partners Management, LLC (the general partner of VP) and VEF Management IV, LLC (the general partner of VEF4) are members of a group for purposes of this Schedule 13G/A.
- (2) Consists of 783,407 shares of common stock owned by VA4, 159,761 shares of common stock owned by VP and 19,247 shares of common stock owned by VEF4.
- (3) This percentage is calculated based upon 31,702,624 shares of the Issuer's common stock outstanding after the closing of its public offering as set forth in the Issuer's prospectus filed with the Securities and Exchange Commission on November 23, 2016.

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|-----|---|--|
| 1. | Name of Reporting Persons Venrock Entrepreneurs Fund IV, L.P. | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input checked="" type="checkbox"/> (1) | |
| | (b) <input type="checkbox"/> (0) | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization Delaware | |
| 5. | | Sole Voting Power 0 |
| 6. | | Shared Voting Power 962,415(2) |
| 7. | | Sole Dispositive Power 0 |
| 8. | | Shared Dispositive Power 962,415(2) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 962,415(2) | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="checkbox"/> (0) |
| 11. | Percent of Class Represented by Amount in Row (9) 3.0%(3) | |
| 12. | Type of Reporting Person (See Instructions) PN | |

-
- (1) Venrock Associates IV, L.P. (VA4), Venrock Partners, L.P. (VP), Venrock Entrepreneurs Fund IV, L.P. (VEF4), Venrock Management IV, LLC (the general partner of VA4), Venrock Partners Management, LLC (the general partner of VP) and VEF Management IV, LLC (the general partner of VEF4) are members of a group for purposes of this Schedule 13G/A.
- (2) Consists of 783,407 shares of common stock owned by VA4, 159,761 shares of common stock owned by VP and 19,247 shares of common stock owned by VEF4.
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|-----|---|--|
| 1. | Name of Reporting Persons Venrock Management IV, LLC | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input checked="" type="checkbox"/> (1) | |
| | (b) <input type="checkbox"/> (0) | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization Delaware | |
| 5. | | Sole Voting Power 0 |
| 6. | | Shared Voting Power 962,415(2) |
| 7. | | Sole Dispositive Power 0 |
| 8. | | Shared Dispositive Power 962,415(2) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 962,415(2) | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="checkbox"/> (0) |
| 11. | Percent of Class Represented by Amount in Row (9) 3.0%(3) | |
| 12. | Type of Reporting Person (See Instructions) OO | |

-
- (1) Venrock Associates IV, L.P. (VA4), Venrock Partners, L.P. (VP), Venrock Entrepreneurs Fund IV, L.P. (VEF4), Venrock Management IV, LLC (the general partner of VA4), Venrock Partners Management, LLC (the general partner of VP) and VEF Management IV, LLC (the general partner of VEF4) are members of a group for purposes of this Schedule 13G/A.
- (2) Consists of 783,407 shares of common stock owned by VA4, 159,761 shares of common stock owned by VP and 19,247 shares of common stock owned by VEF4.
- (3) This percentage is calculated based upon 31,702,624 shares of the Issuer's common stock outstanding after the closing of its public offering as set forth in the Issuer's prospectus filed with the Securities and Exchange Commission on November 23, 2016.

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|-----|---|--|
| 1. | Name of Reporting Persons Venrock Partners Management, LLC | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input checked="" type="checkbox"/> (1) | |
| | (b) <input type="checkbox"/> (0) | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization Delaware | |
| 5. | | Sole Voting Power 0 |
| 6. | | Shared Voting Power 962,415(2) |
| 7. | | Sole Dispositive Power 0 |
| 8. | | Shared Dispositive Power 962,415(2) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 962,415(2) | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="checkbox"/> (0) |
| 11. | Percent of Class Represented by Amount in Row (9) 3.0%(3) | |
| 12. | Type of Reporting Person (See Instructions) OO | |

-
- (1) Venrock Associates IV, L.P. (VA4), Venrock Partners, L.P. (VP), Venrock Entrepreneurs Fund IV, L.P. (VEF4), Venrock Management IV, LLC (the general partner of VA4), Venrock Partners Management, LLC (the general partner of VP) and VEF Management IV, LLC (the general partner of VEF4) are members of a group for purposes of this Schedule 13G/A.
- (2) Consists of 783,407 shares of common stock owned by VA4, 159,761 shares of common stock owned by VP and 19,247 shares of common stock owned by VEF4.
- (3) This percentage is calculated based upon 31,702,624 shares of the Issuer's common stock outstanding after the closing of its public offering as set forth in the Issuer's prospectus filed with the Securities and Exchange Commission on November 23, 2016.

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|-----|---|--|
| 1. | Name of Reporting Persons VEF Management IV, LLC | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input checked="" type="checkbox"/> | x(1) |
| | (b) <input type="checkbox"/> | o |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization Delaware | |
| 5. | | Sole Voting Power 0 |
| 6. | | Shared Voting Power 962,415(2) |
| 7. | | Sole Dispositive Power 0 |
| 8. | | Shared Dispositive Power 962,415(2) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 962,415(2) | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="checkbox"/> |
| 11. | Percent of Class Represented by Amount in Row (9) 3.0%(3) | |
| 12. | Type of Reporting Person (See Instructions) OO | |

-
- (1) Venrock Associates IV, L.P. (VA4), Venrock Partners, L.P. (VP), Venrock Entrepreneurs Fund IV, L.P. (VEF4), Venrock Management IV, LLC (the general partner of VA4), Venrock Partners Management, LLC (the general partner of VP) and VEF Management IV, LLC (the general partner of VEF4) are members of a group for purposes of this Schedule 13G/A.
- (2) Consists of 783,407 shares of common stock owned by VA4, 159,761 shares of common stock owned by VP and 19,247 shares of common stock owned by VEF4.
- (3) This percentage is calculated based upon 31,702,624 shares of the Issuer's common stock outstanding after the closing of its public offering as set forth in the Issuer's prospectus filed with the Securities and Exchange Commission on November 23, 2016.

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Introductory Note: This Statement on Schedule 13G/A is filed on behalf of Venrock Associates IV, L.P., a limited partnership organized under the laws of the State of Delaware (VA4), Venrock Partners, L.P., a limited partnership organized under the laws of the State of Delaware (VP), Venrock Entrepreneurs Fund IV, L.P., a limited partnership organized under the laws of the State of Delaware (VEF4), Venrock Management IV, LLC, a limited liability company organized under the laws of the State of Delaware (Venrock Management), Venrock Partners Management, LLC, a limited liability company organized under the laws of the State of Delaware (VP Management), and VEF Management IV, LLC, a limited liability company organized under the laws of the State of Delaware (VEF Management) and collectively with VA4, VP, VEF4, Venrock Management and VP Management, the Venrock Entities) in respect of shares of common stock of Bellerophon Therapeutics, Inc.

Item 1.

(a) Name of Issuer

Bellerophon Therapeutics, Inc.

(b) Address of Issuer's Principal Executive Offices

184 Liberty Corner Road, Suite 302

Warren, NJ 07059

Item 2.

(a) Name of Person Filing

Venrock Associates IV, L.P.

Venrock Partners, L.P.

Venrock Entrepreneurs Fund IV, L.P.

Venrock Management IV, LLC

Venrock Partners Management, LLC

VEF Management IV, LLC

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(b) Address of Principal Business Office or, if none, Residence

New York Office:

530 Fifth Avenue
22nd Floor
New York, NY 10036

Palo Alto Office:

3340 Hillview Avenue
Palo Alto, CA 94304

Boston Office:

34 Farnsworth Street
3rd Floor
Boston, MA 02210

(c) Citizenship

Each of VA4, VP and VEF4 are limited partnerships organized in the State of Delaware. Each of Venrock Management, VP Management and VEF Management are limited liability companies organized in the State of Delaware.

CUSIP No. 078771102

(d) Title of Class of Securities

Common Stock, \$0.01 par value

(e) CUSIP Number

078771102

Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable

Item 4. Ownership

(a) Amount Beneficially Owned as of December 31, 2016:

| | |
|-------------------------------------|------------|
| Venrock Associates IV, L.P. | 962,415(1) |
| Venrock Partners, L.P. | 962,415(1) |
| Venrock Entrepreneurs Fund IV, L.P. | 962,415(1) |
| Venrock Management IV, LLC | 962,415(1) |
| Venrock Partners Management, LLC | 962,415(1) |
| VEF Management IV, LLC | 962,415(1) |

(b) Percent of Class as of December 31, 2016:

| | |
|-------------------------------------|---------|
| Venrock Associates IV, L.P. | 3.0%(2) |
| Venrock Partners, L.P. | 3.0%(2) |
| Venrock Entrepreneurs Fund IV, L.P. | 3.0%(2) |
| Venrock Management IV, LLC | 3.0%(2) |
| Venrock Partners Management, LLC | 3.0%(2) |
| VEF Management IV, LLC | 3.0%(2) |

(c) Number of shares as to which the person has, as of December 31, 2016:

(i) Sole power to vote or to direct the vote

| | |
|-------------------------------------|---|
| Venrock Associates IV, L.P. | 0 |
| Venrock Partners, L.P. | 0 |
| Venrock Entrepreneurs Fund IV, L.P. | 0 |
| Venrock Management IV, LLC | 0 |
| Venrock Partners Management, LLC | 0 |
| VEF Management IV, LLC | 0 |

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(ii) Shared power to vote or to direct the vote

| | |
|-------------------------------------|------------|
| Venrock Associates IV, L.P. | 962,415(1) |
| Venrock Partners, L.P. | 962,415(1) |
| Venrock Entrepreneurs Fund IV, L.P. | 962,415(1) |
| Venrock Management IV, LLC | 962,415(1) |
| Venrock Partners Management, LLC | 962,415(1) |
| VEF Management IV, LLC | 962,415(1) |

(iii) Sole power to dispose or to direct the disposition of

| | |
|-------------------------------------|---|
| Venrock Associates IV, L.P. | 0 |
| Venrock Partners, L.P. | 0 |
| Venrock Entrepreneurs Fund IV, L.P. | 0 |
| Venrock Management IV, LLC | 0 |
| Venrock Partners Management, LLC | 0 |
| VEF Management IV, LLC | 0 |

(iv) Shared power to dispose or to direct the disposition of

| | |
|-------------------------------------|------------|
| Venrock Associates IV, L.P. | 962,415(1) |
| Venrock Partners, L.P. | 962,415(1) |
| Venrock Entrepreneurs Fund IV, L.P. | 962,415(1) |
| Venrock Management IV, LLC | 962,415(1) |
| Venrock Partners Management, LLC | 962,415(1) |
| VEF Management IV, LLC | 962,415(1) |

(1) These shares are owned directly as follows: 783,407 shares are owned by VA4, 159,761 shares are owned by VP and 19,247 shares are owned by VEF4.

(2) This percentage is calculated based upon 31,702,624 shares of the Issuer's common stock outstanding after the closing of its public offering as set forth in the Issuer's prospectus filed with the Securities and Exchange Commission on November 23, 2016.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. x

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of a Group

Not Applicable

Item 10. Certification

Not Applicable

CUSIP No. 078771102

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: February 14, 2017

Venrock Associates IV, L.P.

By: Venrock Management IV, LLC
Its: General Partner

By: /s/ David Stepp
Authorized Signatory

Venrock Partners, L.P.

By: Venrock Partners Management, LLC
Its: General Partner

By: /s/ David Stepp
Authorized Signatory

Venrock Entrepreneurs Fund IV, L.P.

By: VEF Management IV, LLC
Its: General Partner

By: /s/ David Stepp
Authorized Signatory

Venrock Management IV, LLC

By: /s/ David Stepp
Authorized Signatory

Venrock Partners Management, LLC

By: /s/ David Stepp
Authorized Signatory

VEF Management IV, LLC

By: /s/ David Stepp
Authorized Signatory

CUSIP No. 078771102

EXHIBIT

A: Joint Filing Agreement (Incorporated by reference to Exhibit A to Schedule 13G filed on February 16, 2016)