

Linde North America, Inc.
 Form 5
 January 02, 2018

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
 Linde North America, Inc.

2. Issuer Name and Ticker or Trading Symbol
 Bellerophon Therapeutics, Inc.
 [BLPH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2017

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

200 SOMERSET CORPORATE BOULEVARD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

BRIDGEWATER, NJ 08807

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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)	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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/29/2016	^	P4	1,920,000 A \$ ⁽¹⁾	5,271,796	D	^
Common Stock	09/29/2017	^	P4	1,721,992 A \$ ⁽²⁾	5,271,796	D	^

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Security (Instr. 3 and 4)
Common Stock Warrants (right to buy)	\$ 0.8	11/29/2016	Â	P	1,920,000	Â Â ⁽³⁾ 11/29/2021	Common Stock 1,920,000
Common Stock Warrants (right to buy)	\$ 1.242	09/29/2017	Â	P	1,721,992	Â Â ⁽⁴⁾ 09/29/2022	Common Stock 1,721,992

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Linde North America, Inc. 200 SOMERSET CORPORATE BOULEVARD BRIDGEWATER, NJ 08807	Â	Â	Â	Â

Signatures

/s/ Jens Luehring, Chief Executive Officer

01/02/2018

Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) The reported securities are included within Units purchased by the reporting person for \$0.70 per Unit. Each Unit consists of one share of common stock and one warrant to purchase one share of common stock.
- (2) The reported securities are included within Units purchased by the reporting person for \$1.205 per Unit. Each Unit consists of one share of common stock and one warrant to purchase one share of common stock.
- (3) The warrants to purchase shares of common stock are currently not exercisable by Linde North America, Inc. due to the exercise limitations of the warrants.
- (4) The warrants to purchase shares of common stock are currently not exercisable by Linde North America, Inc. due to the exercise limitations of the warrants.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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