

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Under Rule 14a-12

Bellerophon Therapeutics, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing:

- 1) Amount previously paid:
- 2) Form, Schedule or Registration Statement No:
- 3) Filing party:
- 4) Date Filed:

Stockholder Meeting Notice

Bellerophon Therapeutics, Inc.'s Annual Meeting of Stockholders will be held on May 24, 2018 at 184 Liberty Corner Road, Suite 302, Warren, NJ, 07059, at 10:00 a.m. Eastern Standard Time.

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommends that you vote **FOR** the following proposals:

1. Election of Directors (Fabian Tenenbaum, Andre Moura, Matthew M. Bennett, Jonathan Peacock)
2. Ratify selection of independent public accounting firm.
3. To approve a proposed amendment to our Restated Certificate of Incorporation to increase the number of authorized shares of our common stock to 200,000,000 shares.

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must vote online or request a paper copy of the proxy materials to receive a proxy card. The proxy materials contain information regarding how to vote by telephone also. If you wish to attend and vote at the meeting, please bring this notice with you.

Directions to the Bellerophon Therapeutics, Inc. 2018 Annual Meeting

Route 78 Westbound: to exit 33 (Bernardsville/Martinsville). Make a right at the light at the end of the ramp onto Martinsville Road (AKA Liberty Corner Road). Proceed .10 miles to entrance on the right.

Route 78 Eastbound: to exit 33 (Bernardsville/Martinsville). Make a left at the light at the end of the ramp onto Liberty Corner/Martinsville Rd. Proceed on Martinsville Road (AKA Liberty Corner Road) for .25 miles to the entrance on the right.

Route 287 Southbound: to exit 26 (Mt. Airy Rd. / Basking Ridge exit). Make a left onto Mt. Airy Rd. Continue about 2.6 miles, road then turns into Martinsville Rd (AKA Liberty Corner Road). At the 5th traffic light after getting off 287 make a left onto Colonial Crossing. Proceed 3 miles to building straight ahead.

Entrance is marked by a 'Center 78' sign



Here's how to order a copy of the proxy materials and select a future delivery preference:

Paper copies: Current and future paper delivery requests can be submitted via the telephone, Internet or email options below.

Email copies: Current and future email delivery requests must be submitted via the Internet following the instructions below. If you request an email copy of current materials you will receive an email with a link to the materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a set of proxy materials.

- **Internet** – Go to www.envisionreports.com/BLPH. Click Cast Your Vote or Request Materials. Follow the instructions to log in and order a copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials.
- **Telephone** – Call us free of charge at 1-866-641-4276 and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings.
- **Email** – Send email to investorvote@computershare.com with "Proxy Materials Bellerophon Therapeutics, Inc." in the subject line. Include in the message your full name and address, plus the number located in the shaded bar on the reverse, and state in the email that you want a paper copy of current meeting materials. You can also state your preference to receive a paper copy for future meetings. To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by 10 days before the meeting.