

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 3)\***

---

**Bellerophon Therapeutics, Inc.**

(Name of Issuer)

---

**Common Stock, par value \$0.01 per share**

(Title of Class of Securities)

---

**078771102**

(CUSIP Number)

---

**December 31, 2018**

(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).

---

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> New Mountain Investments II, L.L.C.	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b> 0
	<b>6</b>	<b>SHARED VOTING POWER</b> 15,138,486*
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b> 15,138,486*
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 15,138,486*	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 25.8%	
<b>12</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> OO	

\* These shares are directly owned by Allegheny New Mountain Partners, L.P. (1,080,819 shares), New Mountain Affiliated Investors II, L.P. (249,714 shares), New Mountain Partners II (AIV-A), L.P. (11,969,851 shares) and New Mountain Partners II (AIV-B), L.P. (1,838,102 shares).

<b>1</b>	NAMES OF REPORTING PERSONS Allegheny New Mountain Partners, L.P.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>5</b>	SOLE VOTING POWER 0
	<b>6</b>	SHARED VOTING POWER 1,080,819
	<b>7</b>	SOLE DISPOSITIVE POWER 0
	<b>8</b>	SHARED DISPOSITIVE POWER 1,080,819
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,080,819	
<b>10</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.8%	
<b>12</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> New Mountain Affiliated Investors II, L.P.	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b> 0
	<b>6</b>	<b>SHARED VOTING POWER</b> 249,714
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b> 249,714
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 249,714	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 0.4%	
<b>12</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> PN	

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> New Mountain Partners II (AIV-A), L.P.	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b> 0
	<b>6</b>	<b>SHARED VOTING POWER</b> 11,969,851
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b> 11,969,851
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 11,969,851	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 20.4%	
<b>12</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> PN	

<b>1</b>	NAMES OF REPORTING PERSONS New Mountain Partners II (AIV-B), L.P.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>5</b>	SOLE VOTING POWER 0
	<b>6</b>	SHARED VOTING POWER 1,838,102
	<b>7</b>	SOLE DISPOSITIVE POWER 0
	<b>8</b>	SHARED DISPOSITIVE POWER 1,838,102
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,838,102	
<b>10</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.1%	
<b>12</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> New Mountain Capital, L.L.C.	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b> 0
	<b>6</b>	<b>SHARED VOTING POWER</b> 15,138,486*
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b> 15,138,486*
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 15,138,486*	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 25.8%	
<b>12</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> OO	

\* These shares are directly owned by Allegheny New Mountain Partners, L.P. (1,080,819 shares), New Mountain Affiliated Investors II, L.P. (249,714 shares), New Mountain Partners II (AIV-A), L.P. (11,969,851 shares) and New Mountain Partners II (AIV-B), L.P. (1,838,102 shares).

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> New Mountain Capital Group, L.P. (formerly known as New Mountain Capital Group, LLC)*	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b> 0
	<b>6</b>	<b>SHARED VOTING POWER</b> 15,138,486**
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b> 15,138,486**
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 15,138,486**	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 25.8%	
<b>12</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> OO	

\* New Mountain Capital Group, LLC has been converted into a limited partnership named New Mountain Capital Group, L.P.

\*\* These shares are directly owned by Allegheny New Mountain Partners, L.P. (1,080,819 shares), New Mountain Affiliated Investors II, L.P. (249,714 shares), New Mountain Partners II (AIV-A), L.P. (11,969,851 shares) and New Mountain Partners II (AIV-B), L.P. (1,838,102 shares).

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> NM Holdings GP, L.L.C.	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b> 0
	<b>6</b>	<b>SHARED VOTING POWER</b> 15,138,486*
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b> 15,138,486*
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 15,138,486*	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 25.8%	
<b>12</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> OO	

\* These shares are directly owned by Allegheny New Mountain Partners, L.P. (1,080,819 shares), New Mountain Affiliated Investors II, L.P. (249,714 shares), New Mountain Partners II (AIV-A), L.P. (11,969,851 shares) and New Mountain Partners II (AIV-B), L.P. (1,838,102 shares).

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> Steven B. Klinsky	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> United States of America	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b> 0
	<b>6</b>	<b>SHARED VOTING POWER</b> 15,138,486*
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b> 15,138,486*
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 15,138,486*	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 25.8%	
<b>12</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> IN	

\* These shares are directly owned by Allegheny New Mountain Partners, L.P. (1,080,819 shares), New Mountain Affiliated Investors II, L.P. (249,714 shares), New Mountain Partners II (AIV-A), L.P. (11,969,851 shares) and New Mountain Partners II (AIV-B), L.P. (1,838,102 shares).

**Item 1. (a) Name of Issuer**

Bellerophon Therapeutics, Inc.

**Item 1. (b) Address of Issuer's Principal Executive Offices**

184 Liberty Corner Road, Suite 302, Warren, New Jersey 07059.

**Item 2. (a) Name of Person Filing**

This Schedule 13G is being filed on behalf of the following persons (the "Reporting Persons"):

- (i) New Mountain Investments II, L.L.C.;
- (ii) Allegheny New Mountain Partners, L.P.;
- (iii) New Mountain Affiliated Investors II, L.P.;
- (iv) New Mountain Partners II (AIV-A), L.P.;
- (v) New Mountain Partners II (AIV-B), L.P.;
- (vi) New Mountain Capital, L.L.C.;
- (vii) New Mountain Capital Group, L.P.;
- (viii) NM Holdings GP, L.L.C.; and
- (ix) Steven B. Klinsky.

Attached as Exhibit 99.1 to this Schedule G is a copy of an agreement among the Reporting Persons that this Schedule 13G and any amendments or supplements thereto are being filed on behalf of each of them.

\*Neither the present filing nor anything contained herein shall be construed as an admission that two or more Reporting Persons constitute a "person" for any purposes other than Section 13(d) of the Securities Exchange Act of 1934, as amended.

**Item 2. (b) Address of Principal Business Office or, if None, Residence**

The address of the principal business office of each of the Reporting Persons is 787 Seventh Avenue, 49<sup>th</sup> Floor, New York, New York 10019.

**Item 2. (c) Citizenship**

Citizenship is set forth in Row 4 of the cover page for each of the Reporting Persons and is incorporated herein by reference for each of the Reporting Persons.

**Item 2. (d) Title of Class of Securities**

Common stock, par value \$0.01 per share.

**Item 2. (e) CUSIP Number**

078771102

**Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:**

Not applicable as this Schedule 13G is filed pursuant to Rule 13d-1(d).

**Item 4. Ownership**

The information required by Items 4(a)-4(c) is set forth in Rows 5-11 of the cover page for each of the Reporting Persons and is incorporated herein by reference for each of the Reporting Persons.

The securities are owned directly by Allegheny New Mountain Partners, L.P. (1,080,819 shares), New Mountain Affiliated Investors II, L.P. (249,714 shares), New Mountain Partners II (AIV-A), L.P. (11,969,851 shares) and New Mountain Partners II (AIV-B), L.P. (1,838,102 shares).

New Mountain Investments II, L.L.C. is the general partner of each of Allegheny New Mountain Partners, L.P., New Mountain Affiliated Investors II, L.P., New Mountain Partners II (AIV-A), L.P. and New Mountain Partners II (AIV-B), L.P. (collectively, the "New Mountain Funds").

New Mountain Capital, L.L.C. is the manager of each of the New Mountain Funds and a wholly owned subsidiary of New Mountain Capital Group, L.P. (formerly known as New Mountain Capital Group, LLC).

NM Holdings GP, L.L.C. is the general partner of New Mountain Capital Group, L.P.

Mr. Steven B. Klinsky is the managing member of each of New Mountain Investments II, L.L.C. and NM Holdings GP, L.L.C., the chief executive officer of New Mountain Capital, L.L.C., and the managing partner of New Mountain Capital Group, L.P.

Each of the Reporting Persons disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein.

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

Not applicable.

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

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company**

Not Applicable.

**Item 8. Identification and Classification of Members of the Group**

Not Applicable.

**Item 9. Notice of Dissolution of Group**

Not Applicable.

**Item 10. Certification**

Not applicable.

---

## SIGNATURES

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.

Date: February 14, 2019

NEW MOUNTAIN INVESTMENTS II, L.L.C.

By: /s/ Steven B. Klinsky

Name: Steven B. Klinsky

Title: Managing Member

ALLEGHENY NEW MOUNTAIN  
PARTNERS, L.P.

By: /s/ Steven B. Klinsky

Name: Steven B. Klinsky

Title: Managing Member of the General  
Partner of  
Allegheny New Mountain Partners,  
L.P.

NEW MOUNTAIN AFFILIATED  
INVESTORS II, L.P.

By: /s/ Steven B. Klinsky

Name: Steven B. Klinsky

Title: Managing Member of the General  
Partner of  
New Mountain Affiliated Investors  
II, L.P.

NEW MOUNTAIN PARTNERS II (AIV-A),  
L.P.

By: /s/ Steven B. Klinsky

Name: Steven B. Klinsky

Title: Managing Member of the General  
Partner of  
New Mountain Partners II (AIV-A),  
L.P.

NEW MOUNTAIN PARTNERS II (AIV-B),  
L.P.

By: /s/ Steven B. Klinsky

Name: Steven B. Klinsky

Title: Managing Member of the General  
Partner of  
New Mountain Partners II (AIV-B),  
L.P.

NEW MOUNTAIN CAPITAL, L.L.C.

By: /s/ Steven B. Klinsky

Name: Steven B. Klinsky

Title: Chief Executive Officer

NEW MOUNTAIN CAPITAL GROUP, L.P.

By: /s/ Steven B. Klinsky

Name: Steven B. Klinsky

Title: Managing Member of the General  
Partner of  
New Mountain Capital Group, L.P.

NM HOLDINGS GP, L.L.C.

By: /s/ Steven B. Klinsky

Name: Steven B. Klinsky

Title: Managing Member

/s/ Steven B. Klinsky

STEVEN B. KLINSKY

JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

This agreement may be executed in counterparts and each of such counterparts taken together shall constitute one and the same instrument.

Date: February 14, 2019

NEW MOUNTAIN INVESTMENTS II, L.L.C.

By: /s/ Steven B. Klinsky  
Name: Steven B. Klinsky  
Title: Managing Member

ALLEGHENY NEW MOUNTAIN  
PARTNERS, L.P.

By: /s/ Steven B. Klinsky  
Name: Steven B. Klinsky  
Title: Managing Member of the General  
Partner of  
Allegheny New Mountain Partners,  
L.P.

NEW MOUNTAIN AFFILIATED  
INVESTORS II, L.P.

By: /s/ Steven B. Klinsky  
Name: Steven B. Klinsky  
Title: Managing Member of the General  
Partner of  
New Mountain Affiliated Investors  
II, L.P.

NEW MOUNTAIN PARTNERS II (AIV-A),  
L.P.

By: /s/ Steven B. Klinsky  
Name: Steven B. Klinsky  
Title: Managing Member of the General  
Partner of  
New Mountain Partners II (AIV-A),  
L.P.

NEW MOUNTAIN PARTNERS II (AIV-B),  
L.P.

By: /s/ Steven B. Klinsky  
Name: Steven B. Klinsky  
Title: Managing Member of the General  
Partner of  
New Mountain Partners II (AIV-B),  
L.P.

NEW MOUNTAIN CAPITAL, L.L.C.

By: /s/ Steven B. Klinsky  
Name: Steven B. Klinsky  
Title: Chief Executive Officer

NEW MOUNTAIN CAPITAL GROUP, L.P.

By: /s/ Steven B. Klinsky

Name: Steven B. Klinsky

Title: Managing Member of the General  
Partner of  
New Mountain Capital Group, L.P.

NM HOLDINGS GP, L.L.C.

By: /s/ Steven B. Klinsky

Name: Steven B. Klinsky

Title: Managing Member

/s/ Steven B. Klinsky

STEVEN B. KLINSKY