SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

		or Se	ction 30(h) o	the Investment Company Act of 1	.940			
Novartis Bioventures Ltd		2. Date of Event Requiring Statement (Month/Day/Year) 11/06/2019		3. Issuer Name and Ticker or Trading Symbol <u>Galera Therapeutics, Inc.</u> [GRTX]				
(Last) (First) (Middle) C/O NOVARTIS VENTURE FUND				4. Relationship of Reporting Pers (Check all applicable) Director X		(M	If Amendment, Da Ionth/Day/Year)	ate of Original Filed
FORUM 1 - 1.32, LICHTSTRASSE 35 (Street)				Officer (give title below)	Other (spe below)	Ap	pplicable Line) Form filed b	/Group Filing (Check y One Reporting Person y More than One
BASEL V8 CH-4056 (City) (State) (Zip)							X Reporting P	
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)				2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		ature of Indirect Beneficial Ownership rr. 5)	
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securiti Underlying Derivative Security		4. Conversio or Exercis Price of		6. Nature of Indirect Beneficial Ownership (Instr. 5)	
		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	or Indirect (I) (Instr. 5)	
Series A Preferred Stock		(2)	(2)	Common Stock	1,779,864	(2)	I	See footnote ⁽¹⁾
Series B Preferred Stock		(2)	(2)	Common Stock	1,423,891	(2)	I	See footnote ⁽¹⁾
Series C Preferred Stock		(2)	(2)	Common Stock	89,311	(2)	Ι	See footnote ⁽¹⁾
1. Name and Address of Reporting Person [*] Novartis Bioventures Ltd								
(Last) (First) C/O NOVARTIS VENTURE FUND FORUM 1 - 1.32, LICHTSTRASSE 35	(Middle)							
(Street) BASEL V8	CH-4056		-					
(City) (State)	(Zip)							
1. Name and Address of Reporting Person [*] NOVARTIS AG								
(Last) (First) LICHTSTRASSE 35	(Middle)							
(Street) BASEL V8	CH-4056							
(City) (State)	(Zip)							

Explanation of Responses:

1. Novartis Bioventures Ltd. Is the record holder of the securities reported herein. As the indirect parent of Novartis Bioventures Ltd., Novartis AG may be deemed to share beneficial ownership of these securities.

2. Each share of the Issuer's preferred stock is convertible into shares of the Issuer's common stock on a 0.197763-for-one basis at the holder's election and has no expiration date. The preferred stock will automatically convert into common stock upon the closing of the Issuer's initial public offering.

Remarks:

Exhibit 24 - Power of Attorney

the Board, By: /s/ Stephan Sandmeier, Name: Stephan Sandmeier, Title: Authorized <u>Signatory</u> Novartis AG, By: /s/ Bart Dzikowski, Name: Bart Dzikowski, Title: Attorney-in-Fact, By: /s/ Stephan Sandmeier, Name: Stephan Sandmeier, Title: Attorney-in-**Fact**

11/06/2019

** 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 5 (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.

EXHIBIT 24

POWER OF ATTORNEY

We, the undersigned, under the authority granted to each of us to sign jointly on behalf of Novartis AG, hereby grant powers to Bart Dzikowski, Anja Koenig, Stephan Sandmeier, Florian Muellershausen, Beat Steffen, Marc Ceulemans and Florent Gros and constitute and appoint any two of them jointly as our true and lawful attorneys and representatives and to act on our behalf and to sign filings to be made with the U.S. Securities and Exchange Commission (the "SEC") relating to the shares of Galera Therapeutics, Inc. (the "Company") held by Novartis Bioventures Ltd., an indirect subsidiary of Novartis AG, as required by the SEC (the "SEC Filings"), and to undertake and carry out all tasks and formalities on our behalf which may be required in connection with giving effect to the SEC Filings.

We, the undersigned, undertake to ratify and confirm whatever our true and lawful attorneys do or purport to do in good faith in the exercise of any power conferred by this Power of Attorney.

We, the undersigned, declare that a person who deals with our true and lawful attorneys in good faith may accept a written statement signed by such attorneys to the effect that this Power of Attorney has not been revoked as conclusive evidence of that fact.

The authority granted by this Power of Attorney shall expire immediately after the SEC Filings are no longer required.

IN WITNESS WHEREOF, this Power of Attorney is duly signed on this 21 day of February 2019.

Novartis AG

/s/ K. Roth Pellanda Name: Katja Roth Pellanda Title: Authorized Signatory

/s/ C. Rehm Name: Christian Rehm Title: Authorized Signatory