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

SCHEDULE 13G

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

Cerulean Pharma Inc.
(Name of Issuer)

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

15708Q105
(CUSIP Number)

December 31, 2014
(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).

1.	Names of Reporting Persons	
	Lux Ventures II, L.P.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization	
	Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power
		0
	6.	Shared Voting Power
		869,258
	7.	Sole Dispositive Power
		0
	8.	Shared Dispositive Power
		869,258
9.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	869,258	
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)	
	4.3%	
12.	Type of Reporting Person (See Instructions)	
	PN	

1.	Names of Reporting Persons Lux Ventures II Sidecar, L.P.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 36,449
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 36,449
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 36,449	
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) 0.2%	
12.	Type of Reporting Person (See Instructions) PN	

1.	Names of Reporting Persons Lux Ventures II Partners Fund I LLC	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 5,609
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 5,609
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 5,609	
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) <0.1%	
12.	Type of Reporting Person (See Instructions) OO	

1.	Names of Reporting Persons Lux Venture Partners II, L.P.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 911,316
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 911,316
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 911,316	
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) 4.5%	
12.	Type of Reporting Person (See Instructions) PN	

1.	Names of Reporting Persons Lux Venture Associates II, LLC	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 911,316
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 911,316
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 911,316	
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) 4.5%	
12.	Type of Reporting Person (See Instructions) OO	

1.	Names of Reporting Persons Lux Capital Management, LLC	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 911,316
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 911,316
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 911,316	
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) 4.5%	
12.	Type of Reporting Person (See Instructions) OO	

1.	Names of Reporting Persons Joshua Wolfe	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization United States of America	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 911,316
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 911,316
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 911,316	
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) 4.5%	
12.	Type of Reporting Person (See Instructions) IN	

1.	Names of Reporting Persons Peter Hebert	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization United States of America	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 911,316
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 911,316
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 911,316	
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) 4.5%	
12.	Type of Reporting Person (See Instructions) IN	

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

Cerulean Pharma Inc. (the "Issuer")

(b) Address of Issuer's Principal Executive Offices:

840 Memorial Drive, Cambridge, MA 02139

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

Lux Ventures II, L.P. ("Lux II"); Lux Ventures II Sidecar II, L.P. ("Lux II Sidecar"); Lux Ventures II Partners Fund I LLC ("Lux II Partners"); Lux Venture Partners II, L.P. ("Lux Venture Partners"), which is the general partner of each of Lux II and Lux II Sidecar and the manager of Lux II Partners; Lux Venture Associates II, LLC ("Lux Associates"), which is the general partner of Lux Venture Partners; Lux Capital Management, LLC ("Lux Management"), which is the sole member of Lux Associates (collectively, the "Reporting Entities" and individually, each a "Reporting Entity"); and Joshua Wolfe ("Wolfe") and Peter Hebert ("Hebert") (collectively, "Managers" and individually, each a "Manager") are each individual managers of Lux Management. The Reporting Entities and the Managers collectively are referred to as the "Reporting Persons".

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

The address and principal business office of the Reporting Persons is Lux Capital, 295 Madison Avenue, 24th Floor, New York, NY 10017.

(c) Citizenship:

Lux II, Lux II Sidecar and Lux Venture Partners are limited partnerships organized under the laws of the State of Delaware. Lux II Partners, Lux Associates and Lux Management are limited liability companies organized under the laws of the State of Delaware. Each Manager is a U.S. citizen.

(d) Title of Class of Securities:

Common stock, par value \$0.0001 per share ("Common Stock").

(e) CUSIP Number:

15708Q105

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

The information required by this item with respect to each Reporting Person is set forth in Rows 5 through 9 and 11 of the cover page to this Schedule 13G.

The percent of class represented by the amount beneficially owned by each Reporting Person is based on 20,125,049 shares of Common Stock outstanding on November, 7 2014, as indicated by the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 13, 2014.

Lux II is the record owner of 861,041 shares of Common Stock and warrants that are exercisable for 8,217 shares of Common Stock within 60 days (together the "Lux II Shares") as of December 31, 2014. Lux II Sidecar is the record owner of 36,105 shares of Common Stock and warrants that are exercisable for 344 shares of Common Stock (together the "Lux II Sidecar Shares") as of December 31, 2014. Lux II Partners is the record owner of 5,609 shares of Common Stock (the "Lux II Partners Shares") as of December 31, 2014. Lux Venture Partners, as the sole general partner of each of Lux II and Lux II Sidecar and

the manager of Lux II Partners, may be deemed to beneficially own the Lux II Shares, the Lux II Sidecar Shares and the Lux II Partners Shares. Lux Associates, as the sole general partner of Lux Venture Partners, may be deemed to beneficially own the Lux II Shares, the Lux II Sidecar Shares and the Lux II Partners Shares. Lux Management, as the sole member of Lux Associates, may be deemed to beneficially own the Lux II Shares, the Lux II Sidecar Shares and the Lux II Partners Shares. As the individual managers of Lux Management, each of the Managers also may be deemed to beneficially own Lux II Shares, the Lux II Sidecar Shares and the Lux II Partners Shares.

By virtue of their relationship as affiliated entities, whose controlling entities have overlapping individual controlling persons, each of Lux II, Lux II Sidecar, Lux II Partners, Lux Venture Partners, Lux Associates and Lux Management may be deemed to share the power to direct the disposition and vote of the Lux II Shares, the Lux II Sidecar Shares and the Lux II Partners Shares.

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 .

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 or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

See [Exhibit 2](#) for Members of the Group.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Material to be Filed as Exhibits.

Exhibit 1 – Agreement regarding filing of joint Schedule 13G.

Exhibit 2 – Members of the Group.

Exhibit 3 – Power of Attorney regarding filings under the Securities Exchange Act of 1934, as amended.

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 13, 2015

Lux Ventures II, L.P.

By: Lux Venture Partners II, L.P.
its General Partner

By: Lux Venture Associates II, LLC
its General Partner

By: Lux Capital Management, LLC
its Sole Member

By: _____ *

Name: Peter Hebert
Title: Managing Director

Lux Ventures II Sidecar, L.P.

By: Lux Venture Partners II, L.P.
its General Partner

By: Lux Venture Associates II, LLC
its General Partner

By: Lux Capital Management, LLC
its Sole Member

By: _____ *

Name: Peter Hebert
Title: Managing Director

Lux Venture Partners II, L.P.

By: Lux Venture Associates II, LLC
its General Partner

By: Lux Capital Management, LLC
its Sole Member

By: _____ *

Name: Peter Hebert
Title: Managing Director

Lux Venture Associates II, LLC

By: Lux Capital Management, LLC
its Sole Member

By: _____ *

Name: Peter Hebert
Title: Managing Director

Lux Capital Management, LLC

By: _____ *

Name: Peter Hebert
Title: Managing Director

_____ *

Joshua Wolfe

_____ *

Peter Hebert

* By: /s/ Peter Hebert

Peter Hebert as
Attorney-in-Fact

This Agreement was executed by Peter Hebert pursuant to Powers of Attorney attached hereto as Exhibit 3 and incorporated herein by reference.

JOINT FILING AGREEMENT

The undersigned hereby agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned in accordance with the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, and that all subsequent amendments to this statement on Schedule 13G may be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. Nothing herein shall be deemed to be an admission that the parties hereto, or any of them, are members of a "group" (within the meaning of Section 13(d) of the Act and the rules promulgated thereunder) with respect to any securities of Cerulean Pharma, Inc.

Dated February 13, 2015

Lux Ventures II, L.P.

By: Lux Venture Partners II, L.P.
its General Partner

By: Lux Venture Associates II, LLC
its General Partner

By: Lux Capital Management, LLC
its Sole Member

By: _____
Name: Peter Hebert
Title: Managing Director

Lux Ventures II Sidecar, L.P.

By: Lux Venture Partners II, L.P.
its General Partner

By: Lux Venture Associates II, LLC
its General Partner

By: Lux Capital Management, LLC
its Sole Member

By: _____
Name: Peter Hebert
Title: Managing Director

Lux Venture Partners II, L.P.

By: Lux Venture Associates II, LLC
its General Partner

By: Lux Capital Management, LLC
its Sole Member

By: _____
Name: Peter Hebert
Title: Managing Director

Lux Venture Associates II, LLC

By: Lux Capital Management, LLC
its Sole Member

By: _____ *

Name: Peter Hebert
Title: Managing Director

Lux Capital Management, LLC

By: _____ *

Name: Peter Hebert
Title: Managing Director

_____ *

Joshua Wolfe

_____ *

Peter Hebert

* By: /s/ Peter Hebert

Peter Hebert as
Attorney-in-Fact

This Agreement was executed by Peter Hebert pursuant to Powers of Attorney attached hereto as Exhibit 3 and incorporated herein by reference.

MEMBERS OF THE GROUP

Group I

Lux Ventures II, L.P.

Lux Ventures II Sidecar, L.P.

Lux Ventures II Partners Fund I LLC

POWERS OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Peter Hebert or Joshua Wolfe, acting singly, his true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his capacity as a direct or indirect general partner, director, officer or manager of any partnership, corporation or limited liability company, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the Financial Industry Regulatory Authority, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 13th day of February, 2015.

Lux Ventures II, L.P.

By: Lux Venture Partners II, L.P.
its General Partner

By: Lux Venture Associates II, LLC
its General Partner

By: Lux Capital Management, LLC
its Sole Member

By: /s/ Peter Hebert
Name: Peter Hebert
Title: Managing Director

Lux Ventures II Sidecar, L.P.

By: Lux Venture Partners II, L.P.
its General Partner

By: Lux Venture Associates II, LLC
its General Partner

By: Lux Capital Management, LLC
its Sole Member

By: /s/ Peter Hebert
Name: Peter Hebert
Title: Managing Director

Lux Venture Partners II, L.P.

By: Lux Venture Associates II, LLC
its General Partner

By: Lux Capital Management, LLC
its Sole Member

By: /s/ Peter Hebert

Name: Peter Hebert

Title: Managing Director

Lux Venture Associates II, LLC

By: Lux Capital Management, LLC
its Sole Member

By: /s/ Peter Hebert

Name: Peter Hebert

Title: Managing Director

Lux Capital Management, LLC

By: /s/ Peter Hebert

Name: Peter Hebert

Title: Managing Director

/s/ Joshua Wolfe

Joshua Wolfe

/s/ Peter Hebert

Peter Hebert