

ADURO BIOTECH, INC.  
Form 4  
April 22, 2015

**FORM 4**

**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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ISAACS STEPHEN T

(Last) (First) (Middle)

C/O ADURO BIOTECH, INC., 626 BANCROFT WAY, 3C

(Street)

BERKELEY, CA 94710

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ADURO BIOTECH, INC. [ADRO]

3. Date of Earliest Transaction (Month/Day/Year)  
04/20/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/20/2015		C		720	A	794
Common Stock	04/20/2015		C		26,470	A	27,264
Common Stock	04/20/2015		C		115,507	A	142,771

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

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SEC 1474 (9-02)

number.

**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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying Security (Instr. 3 and 4)
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	
Series A Preferred Stock	(1)	04/20/2015		C		720	(1)	(1)	Common Stock
Series A-1 Preferred Stock	(1)	04/20/2015		C		26,470	(1)	(1)	Common Stock
Series B Preferred Stock	(1)	04/20/2015		C		115,507	(1)	(1)	Common Stock
Series B Preferred Stock Warrant (right to buy)	\$ 1.1937	04/20/2015		D(2)		509	04/15/2011	04/15/2016	Series B Preferred Stock
Common Stock Warrant (right to buy)	\$ 1.66	04/20/2015		A(2)	366		04/15/2011(1)	04/15/2016(1)	Common stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ISAACS STEPHEN T C/O ADURO BIOTECH, INC. 626 BANCROFT WAY, 3C BERKELEY, CA 94710	X		President and CEO	

## Signatures

/s/ Jennifer Lew,  
Attorney-in-Fact

04/22/2015

\_\_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) Each share of Series A Preferred Stock, Series A-1 Preferred Stock, and Series B Preferred Stock automatically converted into 0.72 of a share of common stock immediately prior to the closing of the Issuer's initial public offering, and has no expiration date.  

Pursuant to the terms of the Series B Preferred Stock Warrant (the "Old Warrant"), effective upon conversion of all outstanding shares of Series B Preferred Stock of the Issuer, the Old Warrant converts into a Warrant to purchase shares of Common Stock of the Issuer (the
- (2) "New Warrant"). The two transactions reported in Table II above show the cancellation of the Old Warrant and acquisition of the New Warrant in connection with the automatic conversion of the Series B Preferred Stock into 0.72 of a share of common stock immediately prior to the closing of the Issuer's initial public offering.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.