

CELGENE CORP /DE/  
Form 3  
September 26, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â CELGENE CORP /DE/		(Month/Day/Year)	SUTRO BIOPHARMA INC [STRO]	
(Last)	(First)	(Middle)	09/26/2018	
86 MORRIS AVENUE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
SUMMIT,Â NJÂ 07901			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person

**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)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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 control number.**

**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 Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

Series C-2 Redeemable Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	337,725	\$ <u>(1)</u>	D	Â
Series D Redeemable Convertible Preferred Stock	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	115,227	\$ <u>(2)</u>	D	Â
Series D-2 Redeemable Convertible Preferred Stock	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	758,278	\$ <u>(3)</u>	D	Â
Series E Redeemable Convertible Preferred Stock	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	514,967	\$ <u>(4)</u>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CELGENE CORP /DE/ 86 MORRIS AVENUE SUMMIT, NJ 07901	Â	Â	Â	Â

## Signatures

/s/ David Elkins, EVP and Chief Financial  
Officer

09/26/2018

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

Each share of Series C-2 redeemable convertible preferred stock is convertible into 0.0405 share of common stock without payment of  
(1) further consideration and will automatically convert into 0.0405 share of common stock upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

Each share of Series D redeemable convertible preferred stock is convertible into 0.0405 share of common stock without payment of  
(2) further consideration and will automatically convert into 0.0405 share of common stock upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

Each share of Series D-2 redeemable convertible preferred stock is convertible into 0.0419 share of common stock without payment of  
(3) further consideration and will automatically convert into 0.0419 share of common stock upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

Each share of Series E redeemable convertible preferred stock is convertible into 0.0275 share of common stock without payment of  
(4) further consideration and will automatically convert into 0.0275 share of common stock upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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