

CELGENE CORP /DE/  
Form 4  
October 02, 2018

**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 \*  
CELGENE CORP /DE/

2. Issuer Name and Ticker or Trading Symbol  
SUTRO BIOPHARMA INC [STRO]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
86 MORRIS AVENUE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/01/2018

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

SUMMIT, NJ 07901  
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/01/2018		C	1,726,197 A	1,726,197	D	

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

**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.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount of Underlying Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Shares
Series C-2 Redeemable Convertible Preferred Stock	(1)	10/01/2018		C	8,338,892	(1)	(1)	Common Stock	337,000
Series D Redeemable Convertible Preferred Stock	(2)	10/01/2018		C	2,845,114	(2)	(2)	Common Stock	115,000
Series D-2 Redeemable Convertible Preferred Stock	(3)	10/01/2018		C	18,097,331	(3)	(3)	Common Stock	758,000
Series E Redeemable Convertible Preferred Stock	(4)	10/01/2018		C	18,726,075	(4)	(4)	Common Stock	514,000

**Reporting Owners**

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

**Signatures**

/s/ David V. Elkins, EVP and Chief Financial Officer  
 10/02/2018  
 \*\*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)

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Upon closing of the Issuer's initial public offering, each share of Series C-2 redeemable convertible preferred stock automatically converted into 0.0405 share of Common Stock without payment of further consideration. The shares had no expiration date.

- (2) Upon closing of the Issuer's initial public offering, each share of Series D redeemable convertible preferred stock automatically converted into 0.0405 share of Common Stock without payment of further consideration. The shares had no expiration date.
- (3) Upon closing of the Issuer's initial public offering, each share of Series D-2 redeemable convertible preferred stock automatically converted into 0.0419 share of Common Stock without payment of further consideration. The shares had no expiration date.
- (4) Upon closing of the Issuer's initial public offering, each share of Series E redeemable convertible preferred stock automatically converted into 0.0275 share of Common Stock without payment of further consideration. The shares had 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. 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.