

ADURO BIOTECH, INC.

Form 4

April 22, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Haghighat Ross

(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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/20/2015		C	206	A <u>11</u> 14,762	D	
Common Stock	04/20/2015		C	5,562	A <u>11</u> 12,162	I	By Turnpike Properties, LLC ⁽²⁾
Common Stock	04/20/2015		C	1,908	A <u>11</u> 4,172	I	By Triton Holdings LLC ⁽³⁾
Common Stock	04/20/2015		C	72,000	A <u>11</u> 76,172	I	By Triton Holdings

Common Stock	04/20/2015	C	202,039	A	<u>(1)</u>	278,211	I	LLC ⁽³⁾ By Triton Holdings LLC ⁽³⁾
Common Stock	04/20/2015	C	68,559	A	<u>(1)</u>	346,770	I	By Triton Holdings LLC ⁽³⁾
Common Stock	04/20/2015	C	26,637	A	<u>(1)</u>	373,407	I	By Triton Holdings LLC ⁽³⁾
Common Stock	04/20/2015	C	8,480	A	<u>(1)</u>	18,544	I	By Triton Systems, Inc. ⁽⁴⁾
Common Stock	04/20/2015	C	249,302	A	<u>(1)</u>	267,846	I	By Triton Systems, Inc. ⁽⁴⁾
Common Stock	04/20/2015	C	477,617	A	<u>(1)</u>	745,463	I	By Triton Systems, Inc. ⁽⁴⁾

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)

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Series A Preferred Stock	<u>(1)</u>	04/20/2015		C	206	<u>(1)</u> <u>(1)</u>	Common Stock 20
Series A Preferred Stock	<u>(1)</u>	04/20/2015		C	5,562	<u>(1)</u> <u>(1)</u>	Common Stock 5,5
Series A Preferred	<u>(1)</u>	04/20/2015		C	8,480	<u>(1)</u> <u>(1)</u>	Common Stock 8,4

Stock

Series A Preferred Stock	(1)	04/20/2015	C	1,908	(1)	(1)	Common Stock	1,908
Series A-1 Preferred Stock	(1)	04/20/2015	C	249,302	(1)	(1)	Common Stock	249,302
Series A-1 Preferred Stock	(1)	04/20/2015	C	72,000	(1)	(1)	Common Stock	72,000
Series B Preferred Stock	(1)	04/20/2015	C	477,617	(1)	(1)	Common Stock	477,617
Series B Preferred Stock	(1)	04/20/2015	C	202,039	(1)	(1)	Common Stock	202,039
Series C Preferred Stock	(1)	04/20/2015	C	68,559	(1)	(1)	Common Stock	68,559
Series D Preferred Stock	(1)	04/20/2015	C	26,637	(1)	(1)	Common Stock	26,637
Series B Preferred Stock Warrant (right to buy)	\$ 1.1937	04/20/2015	D ⁽⁶⁾	3,373	04/15/2011	04/15/2016	Series B Preferred Stock	2,428
Common Stock Warrant (right to buy)	\$ 1.66	04/20/2015	A ⁽⁶⁾	2,428	04/15/2011	04/15/2016	Common Stock	2,428

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Haghighat Ross C/O ADURO BIOTECH, INC. 626 BANCROFT WAY, 3C BERKELEY, CA 94710	X			

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).

Each share of Series A Preferred Stock, Series A-1 Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, and Series D

- (1) 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.
- (2) The shares are held by Turnpike Properties, LLC, over which the Reporting Person exercises voting and dispositive control.
- (3) The shares are held by Triton Holdings LLC, over which the Reporting Person exercises voting and dispositive control.
- (4) The shares are held by Triton Systems, Inc., over which the Reporting Person exercises voting and dispositive control.
- (5) Reflects 0.72-for-1 reverse stock split which became effective on April 1, 2015.

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

- (6) "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.