

ADURO BIOTECH, INC.

Form 4

May 15, 2017

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

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Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dubensky Thomas W.

(Last) (First) (Middle)

C/O ADURO BIOTECH, INC., 740
HEINZ AVENUE

(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)
05/11/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chief Scientific Officer

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	05/11/2017		M	1,400	A \$ 0.52 41,300	D	
Common Stock	05/11/2017		S ⁽¹⁾	1,400	D \$ 9.9071 39,900	D	
Common Stock	05/12/2017		M	4,299	A \$ 0.52 44,199	D	
Common Stock	05/12/2017		S ⁽¹⁾	4,299	D \$ 9.9227 39,900	D	

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

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 0.52	05/11/2017		M	1,400	<u>(4)</u> 10/23/2021	Common Stock	1,400
Employee Stock Option (right to buy)	\$ 0.52	05/12/2017		M	4,299	<u>(4)</u> 10/23/2021	Common Stock	4,299

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Dubensky Thomas W. C/O ADURO BIOTECH, INC. 740 HEINZ AVENUE BERKELEY, CA 94710	Chief Scientific Officer

Signatures

/s/ Jennifer Lew,
Attorney-in-Fact 05/15/2017

__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) The sales reported in this Form 4 were affected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 10, 2017.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.90 to \$9.95, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.90 to \$9.98, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.90 to \$9.98, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- (4) The shares subject to the Option were fully vested as of September 1, 2015.

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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