

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

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Rogers John E. and Lois A.

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

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/20/2015		C		18,949	A	<u>(1)</u>	18,949	I	By Lisa M. Rogers <u>(2)</u>
Common Stock	04/20/2015		C		7,200	A	<u>(1)</u>	26,149	I	By Lisa M. Rogers <u>(2)</u>
Common Stock	04/20/2015		C		18,949	A	<u>(1)</u>	18,949	I	By Michael J. Rogers <u>(3)</u>
Common Stock	04/20/2015		C		7,200	A	<u>(1)</u>	26,149	I	By Michael J.

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Common Stock	04/20/2015	C	18,949	A	<u>(1)</u>	18,949	I	Rogers <sup>(3)</sup> By Molly Rogers <sup>(4)</sup>
Common Stock	04/20/2015	C	7,200	A	<u>(1)</u>	26,149	I	By Molly Rogers <sup>(4)</sup>
Common Stock	04/20/2015	P	10,000	A	\$ 17	36,149	I	By Molly Rogers <sup>(4)</sup>
Common Stock	04/20/2015	C	18,949	A	<u>(1)</u>	18,949	I	By Peter Rogers <sup>(5)</sup>
Common Stock	04/20/2015	C	7,200	A	<u>(1)</u>	26,149	I	By Peter Rogers <sup>(5)</sup>
Common Stock	04/20/2015	P	7,500	A	\$ 17	33,649	I	By Peter Rogers <sup>(5)</sup>
Common Stock	04/20/2015	C	18,949	A	<u>(1)</u>	18,949	I	By Sara Rogers <sup>(6)</sup>
Common Stock	04/20/2015	C	7,200	A	<u>(1)</u>	26,149	I	By Sara Rogers <sup>(6)</sup>

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. P
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Series C Preferred Stock	<u>(1)</u>	04/20/2015		C	18,949	<u>(1)</u> <u>(1)</u>	Common Stock	18,949
Series D Preferred Stock	<u>(1)</u>	04/20/2015		C	7,200	<u>(1)</u> <u>(1)</u>	Common Stock	7,200

Series C Preferred Stock	<u>(1)</u>	04/20/2015	C	18,949	<u>(1)</u>	<u>(1)</u>	Common Stock	18,949
Series D Preferred Stock	<u>(1)</u>	04/20/2015	C	7,200	<u>(1)</u>	<u>(1)</u>	Common Stock	7,200
Series C Preferred Stock	<u>(1)</u>	04/20/2015	C	18,949	<u>(1)</u>	<u>(1)</u>	Common Stock	18,949
Series D Preferred Stock	<u>(1)</u>	04/20/2015	C	7,200	<u>(1)</u>	<u>(1)</u>	Common Stock	7,200
Series C Preferred Stock	<u>(1)</u>	04/20/2015	C	18,949	<u>(1)</u>	<u>(1)</u>	Common Stock	18,949
Series D Preferred Stock	<u>(1)</u>	04/20/2015	C	7,200	<u>(1)</u>	<u>(1)</u>	Common Stock	7,200
Series C Preferred Stock	<u>(1)</u>	04/20/2015	C	18,949	<u>(1)</u>	<u>(1)</u>	Common Stock	18,949
Series D Preferred Stock	<u>(1)</u>	04/20/2015	C	7,200	<u>(1)</u>	<u>(1)</u>	Common Stock	7,200

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rogers John E. and Lois A. 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).

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- (1) Each share of Series C Preferred Stock and Series D 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 securities are held by Lisa M. Rogers, over which John E. Rogers exercises voting control.
- (3) The securities are held by Michael J. Rogers, over which John E. Rogers exercises voting control.
- (4) The securities are held by Molly Rogers, over which John E. Rogers exercises voting control.
- (5) The securities are held by Peter Rogers, over which John E. Rogers exercises voting control.
- (6) The securities are held by Sara Rogers, over which John E. Rogers exercises voting control.

### Remarks:

This is the second of two Forms 4 filed by the reporting person on the same date, April 22, 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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