

ADURO BIOTECH, INC.

Form 4

February 22, 2016

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 *
Morningside Venture (VI)
Investments Ltd

(Last) (First) (Middle)

C/O THC MANAGEMENT
SERVICES S.A.M., 2ND FLOOR,
LE PRINCE DE GALLES

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
ADURO BIOTECH, INC. [ADRO]

3. Date of Earliest Transaction
(Month/Day/Year)
02/18/2016

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

3-5 AVENUE DES
CITRONNIERS, 09 MC 98000

(City) (State) (Zip)

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	02/18/2016		X		44,215	A	\$ 1.66	19,087,733	D	
Common Stock	02/18/2016		X		241,260	A	\$ 0.0001	19,328,993	D	
Common Stock	02/18/2016		X		150,787	A	\$ 0.0001	19,479,780	D	
Common Stock	02/18/2016		X		60,315	A	\$ 0.0001	19,540,095	D	
	02/18/2016		X		33,179	A	\$ 0.01	19,573,274	D	

Edgar Filing: ADURO BIOTECH, INC. - Form 4

Common
Stock

Common Stock	02/18/2016	X	232,258	A	\$ 0.01	19,805,532	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)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Stock Warrant (right to buy)	\$ 1.66	02/18/2016		X		44,215		04/15/2011	04/15/2016	Common Stock	44,215
Common Stock Warrant (right to buy)	\$ 0.0001	02/18/2016		X		241,260		06/20/2011	04/15/2021	Common Stock	241,260
Common Stock Warrant (right to buy)	\$ 0.0001	02/18/2016		X		150,787		10/31/2011	04/15/2021	Common Stock	150,787
Common Stock Warrant (right to buy)	\$ 0.0001	02/18/2016		X		60,315		04/15/2011	04/15/2021	Common Stock	60,315
Common Stock Warrant (right to	\$ 0.01	02/18/2016		X		33,179		12/31/2013	12/31/2023	Common Stock	33,179

buy)

Common
Stock

Warrant \$ 0.01 02/18/2016

X

232,258 08/12/2013 08/12/2023

Common
Stock

232,25

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Morningside Venture (VI) Investments Ltd C/O THC MANAGEMENT SERVICES S.A.M. 2ND FLOOR, LE PRINCE DE GALLES 3-5 AVENUE DES CITRONNIERS, 09 MC 98000		X		

Signatures

/s/ Jennifer Lew,
Attorney-in-Fact

02/22/2016

**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).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.