

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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(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)
04/20/2015

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	04/20/2015		C		7,564,631	A	<u>11</u>	7,564,631	D	
Common Stock	04/20/2015		C		9,039,857	A	<u>11</u>	16,604,488	D	
Common Stock	04/20/2015		C		1,997,854	A	<u>11</u>	18,602,342	D	
Common Stock	04/20/2015		P		441,176	A	\$ 17	19,043,518	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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(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 An Underlying Se (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Series B Preferred Stock	<u>(1)</u>	04/20/2015		C			7,564,631	<u>(1)</u>	<u>(1)</u>	Common Stock
Series C Preferred Stock	<u>(1)</u>	04/20/2015		C			9,039,857	<u>(1)</u>	<u>(1)</u>	Common Stock
Series D Preferred Stock	<u>(1)</u>	04/20/2015		C			1,997,854	<u>(1)</u>	<u>(1)</u>	Common Stock
Series B Preferred Stock Warrant (right to buy)	\$ 1.1937	04/20/2015		D <u>(2)</u>			61,410	04/15/2011	04/15/2016	Series B Preferred Stock
Common Stock Warrant (right to buy)	\$ 1.66	04/20/2015		A <u>(2)</u>			44,215	04/15/2011	04/15/2016	Common Stock

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

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).

- (1) Each share of Series B Preferred Stock, 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.

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

- (2) "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.

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