

Novartis Institutes for BioMedical Research, Inc.
 Form 4
 April 23, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Novartis Institutes for BioMedical Research, Inc.

(Last) (First) (Middle)

250 MASSACHUSETTS AVENUE

(Street)

CAMBRIDGE, MA 02139

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Surface Oncology, Inc. [SURF]

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/23/2018

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)
 ___ Form filed by One Reporting Person
 ___X___ 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 Ownership (Instr. 4)
Common Stock	04/23/2018		C	V	Amount: 2,272,726 (A) or (D) Price: <u>(1)</u> 2,272,726	D ⁽³⁾	Beneficial Ownership
Common Stock	04/23/2018		C	V	Amount: 909,090 (A) or (D) Price: <u>(2)</u> 3,181,816	D ⁽³⁾	Beneficial Ownership
Common Stock	04/23/2018		P	V	Amount: 766,666 (A) or (D) Price: \$ 15 3,948,482	D ⁽³⁾	Beneficial Ownership

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

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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 or Number of Shares
Series A Preferred Stock	(1)	04/23/2018		C	1,571,429	(1) (4)	Common Stock 2,272,726
Series A-1 Preferred Stock	(2)	04/23/2018		C	5,214,286	(2) (4)	Common Stock 909,090

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Novartis Institutes for BioMedical Research, Inc. 250 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139			X	
NOVARTIS AG LICHTSTRASSE 35 BASEL, V8 CH 4056			X	

Signatures

NOVARTIS INSTITUTES FOR BIOMEDICAL RESEARCH, INC., /s/ Scott A. Brown, By: VP, General Counsel		04/23/2018
_____ **Signature of Reporting Person		Date
NOVARTIS AG, /s/ Christian Rehm, By: Authorized Signatory		04/23/2018
_____ **Signature of Reporting Person		Date
/s/ Katja Roth Pellanda, By: Authorized Signatory		04/23/2018
_____ **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 1,571,429 shares of Series A Preferred Stock held by the Reporting Person automatically converted upon the closing of the Issuer's initial public offering into 2,272,726 shares of the Issuer's Common Stock without payment or further consideration.
- (2) The 5,214,286 shares of Series A-1 Preferred Stock held by the Reporting Person automatically converted upon the closing of the Issuer's initial public offering into 909,090 shares of the Issuer's Common Stock without payment or further consideration.

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- (3) The shares are held directly by Novartis Institutes for BioMedical Research, Inc. ("NIBRI"). NIBRI is an indirect wholly-owned subsidiary of, and controlled by, Novartis AG.
- (4) Not applicable.

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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