

ADURO BIOTECH, INC.

Form 4

November 18, 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

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 *
Brockstedt Dirk G.

(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)

11/16/2015

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)

Sr. VP of Research and Dev.

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 | 11/16/2015 | | M | 5,953 A | \$ 0.45 7,423 ⁽¹⁾ | D | |
| Common Stock | 11/16/2015 | | S ⁽²⁾ | 5,953 D | \$ 27.5 ⁽³⁾ 1,470 | D | |
| Common Stock | 11/16/2015 | | S ⁽²⁾ | 1,470 D | \$ 27.61 ⁽⁴⁾ 0 | D | |
| Common Stock | 11/17/2015 | | M | 9,215 A | \$ 0.45 9,215 | D | |
| Common Stock | 11/17/2015 | | M | 2,417 A | \$ 0.45 11,632 | D | |

Edgar Filing: ADURO BIOTECH, INC. - Form 4

| | | | | | | | |
|--------------|------------|------------------|--------|---|--------------------|--------|---|
| Common Stock | 11/17/2015 | M | 2,766 | A | \$ 0.45 | 14,398 | D |
| Common Stock | 11/17/2015 | M | 4,649 | A | \$ 1.45 | 19,047 | D |
| Common Stock | 11/17/2015 | S ⁽²⁾ | 2,100 | D | \$ 27.78 (5) | 16,947 | D |
| Common Stock | 11/17/2015 | S ⁽²⁾ | 16,947 | D | \$ 28.76 (6) | 0 | 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) | 8. Derivative Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 0.45 | 11/16/2015 | | M | 5,953 | (7) 03/18/2020 | Common Stock | 5,953 |
| Stock Option (Right to Buy) | \$ 0.45 | 11/17/2015 | | M | 9,215 | (7) 03/18/2020 | Common Stock | 9,215 |
| Stock Option (Right to Buy) | \$ 0.45 | 11/17/2015 | | M | 2,417 | (7) 03/18/2020 | Common Stock | 2,417 |
| Stock Option (Right to Buy) | \$ 0.45 | 11/17/2015 | | M | 2,766 | (7) 03/18/2020 | Common Stock | 2,766 |

Buy)

Stock

| | | | | | | | | |
|-----------------------------|---------|------------|---|-------|-----|------------|-----------------|-------|
| Option (Right to Buy) | \$ 1.45 | 11/17/2015 | M | 4,649 | (8) | 01/09/2025 | Common Stock | 4,649 |
|-----------------------------|---------|------------|---|-------|-----|------------|-----------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Brockstedt Dirk G. C/O ADURO BIOTECH, INC. 626 BANCROFT WAY, 3C BERKELEY, CA 94710 | | | Sr. VP of Research and Dev. | |

Signatures

/s/ Jennifer Lew,
Attorney-in-Fact

11/18/2015

__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) Includes 1,470 shares acquired by Reporting Person under the Issuer's Employee Stock Purchase Plan on November 13, 2015.

(2) The sales reported in this Form 4 were affected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 13, 2015.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.14 to \$28.05, 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 \$27.59 to \$27.66, 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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.36 to \$28.34, 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.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.35 to \$29.00, 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.

(6) The shares subject to the Option are fully vested and immediately exercisable.

(7) The shares subject to the Option vest in 48 equal monthly installments from the vesting commencement date of January 10, 2015.

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.