

CELGENE CORP /DE/

Form 3

September 26, 2018

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â CELGENE CORP /DE/

(Last) (First) (Middle)

86 MORRIS AVENUE

(Street)

SUMMIT,Â NJÂ 07901

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

09/26/2018

3. Issuer Name **and** Ticker or Trading Symbol
SUTRO BIOPHARMA INC [STRO]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Expiration
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Series C-2 Redeemable Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	337,725	\$ <u>(1)</u>	D	Â
Series D Redeemable Convertible Preferred Stock	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	115,227	\$ <u>(2)</u>	D	Â
Series D-2 Redeemable Convertible Preferred Stock	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	758,278	\$ <u>(3)</u>	D	Â
Series E Redeemable Convertible Preferred Stock	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	514,967	\$ <u>(4)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CELGENE CORP /DE/ 86 MORRIS AVENUE SUMMIT,Â NJÂ 07901	Â	Â	Â	Â

Signatures

/s/ David Elkins, EVP and Chief Financial Officer

09/26/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Each share of Series C-2 redeemable convertible preferred stock is convertible into 0.0405 share of common stock without payment of
(1) further consideration and will automatically convert into 0.0405 share of common stock upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

Each share of Series D redeemable convertible preferred stock is convertible into 0.0405 share of common stock without payment of
(2) further consideration and will automatically convert into 0.0405 share of common stock upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

Each share of Series D-2 redeemable convertible preferred stock is convertible into 0.0419 share of common stock without payment of
(3) further consideration and will automatically convert into 0.0419 share of common stock upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

Each share of Series E redeemable convertible preferred stock is convertible into 0.0275 share of common stock without payment of
(4) further consideration and will automatically convert into 0.0275 share of common stock upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

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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