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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Gerber Hans-Peter</u>  (Last) (First) (Middle) C/O SUTRO BIOPHARMA, INC. 111 OYSTER POINT BLVD.  (Street) SOUTH SAN FRANCISCO CA 94080  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SUTRO BIOPHARMA, INC. [ STRO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below) X CHIEF SCIENTIFIC OFFICER
	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2026	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	03/01/2026		M		1,125	A	\$0	8,308	D	
Common Stock	03/01/2026		F		463 <sup>(1)</sup>	D	\$20.47	7,845	D	
Common Stock	03/02/2026		M		2,843	A	\$0	10,688	D	
Common Stock	03/02/2026		F		1,170 <sup>(1)</sup>	D	\$20.55	9,518	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units (RSUs)	(2)	03/01/2026		M		1,125		(3)	03/01/2028	Common Stock	1,125	\$0	2,250	D	
Restricted Stock Units (RSUs)	(2)	03/02/2026		M		2,843		(4)	03/02/2029	Common Stock	2,843	\$0	8,532	D	
Restricted Stock Units (RSUs)	(2)	03/02/2026		A		5,000		(5)	03/01/2030	Common Stock	5,000	\$0	5,000	D	
Stock Option (right to buy)	\$20.55	03/02/2026		A		40,000		(6)	03/02/2036	Common Stock	40,000	\$0	40,000	D	

**Explanation of Responses:**

- Represents the number of shares of Common Stock that have been withheld by the Issuer to satisfy its income tax withholding and remittance obligations in connection with the net settlement of restricted stock units; does not represent a sale by the reporting person.
- Each RSU represents a contingent right to receive one (1) share of the Issuer's Common Stock upon settlement.
- The RSUs vested or vest as to 1/4 of the total award annually, with the first tranche vested on March 1, 2025, subject to continued service through each vesting date.
- The RSUs vested or vest as to 1/4 of the total award annually, with the first tranche vested on March 2, 2026, subject to continued service through each vesting date.
- The RSUs shall vest as to 1/4 of the total award annually, with the first tranche vesting on March 1, 2027, subject to continued service through each vesting date.
- 1/48 of the total option award shall vest monthly, subject to the reporting person's continued service through each vesting date, with the first tranche vesting on April 1, 2026.

**Remarks:**

Effective as of 12:01 a.m. Eastern time on December 3, 2025, pursuant to a Certificate of Amendment to the Issuer's Restated Certificate of Incorporation previously approved by the Issuer's stockholders, and filed with the Delaware Secretary of State on December 2, 2025, the Issuer's Common Stock, par value \$0.001 per share, underwent a 1-for-10 reverse stock split (the "Reverse Stock Split"). All amounts, including all dollar values, set forth herein have been adjusted to reflect the Reverse Stock Split.

/s/ David Pauling as attorney-in-  
fact

03/03/2026

\*\* Signature of Reporting Person      Date

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

\* 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.

**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 Number.**