UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 27, 2022

SUTRO BIOPHARMA, INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of Incorporation) 001-38662 (Commission File Number) 47-0926186 (IRS Employer Identification No.)

111 Oyster Point Blvd, South San Francisco, California, 94080 (Address of principal executive offices) (Zip Code)

(650) 881-6500 (Registrant's telephone number, including area code)

Not Applicable (Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

□ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

□ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

□ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

□ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class Common Stock, \$0.001 par value Trading Symbol(s) STRO Name of each exchange on which registered The Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company \Box

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement.

On June 27, 2022, Sutro Biopharma, Inc., a Delaware corporation (the "Company") entered into a License and Collaboration Agreement (the "Agreement") with Astellas Pharma Inc. ("Astellas") for the development of immunostimulatory antibody-drug conjugates for up to three biological targets, to be identified by Astellas. The Company will research and conduct the pre-clinical development of any compound (as designated by Astellas) in each of the three programs in accordance with the terms of a research plan between the Company and Astellas. Astellas will have an exclusive worldwide license to develop and commercialize any such designated compound, subject to the Company's rights to participate in cost and profit sharing in the United States, as described below.

Pursuant to the Agreement, Astellas will pay the Company an upfront payment in the amount of \$90.0 million. The Company is also eligible to receive up to \$422.5 million in development, regulatory and commercial milestones, and tiered royalties ranging from low double digit to mid-teen percentages on worldwide sales of any commercial products that may result from the collaboration, subject to customary deductions under certain circumstances. The Company can also elect to convert any product candidate into a cost and profit-sharing arrangement, for the United States only. In the event that the Company makes such election, it will share commercialization costs and profits relating to such product candidate equally with Astellas in the United States, and no royalties will be due from Astellas for net sales of such product candidates in the United States.

The Agreement contains customary provisions for termination, including by Astellas for convenience upon 30 days' written notice and by either party for cause, including for material breach (subject to cure). The Company has certain reversion rights as to product candidates in connection with certain termination events.

The foregoing description of the terms of the Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Agreement, a copy of which will be filed with the Securities and Exchange Commission as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ending June 30, 2022.

Item 8.01 Other Events.

On June 27, 2022, the Company updated its corporate presentation. A copy of the corporate presentation is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein. The corporate presentation will also be available on the Company's website in the Investors section at https://www.sutrobio.com/corporate-presentation/.

Item 9.01 Financial Statements and Exhibits.

Exhibit Number	Description
99.1	Corporate Presentation
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Sutro Biopharma, Inc.

By:

Date: June 27, 2022

/s/ Ed

/s/ Edward Albini Edward Albini Chief Financial Officer





Company Overview

June 2022 Sutro Biopharma NASDAQ: STRO



Forward Looking Statements

This presentation and the accompanying oral presentation contain "forward-looking" statements that are based on our management's beliefs and assumptions and on information currently available to management. Forward-looking statements include all statements other than statements of historical fact contained in this presentation, including information concerning our future financial performance, business plans and objectives, current and future clinical activities, timing, designand success of our ongoing and planned clinical trials and related data, updates and results of our clinical trials and related data, timing and success of our planned development activities, our ability to obtain and maintain regulatory approval, the potential therapeutic benefits and economic value of our product candidates, potential growth opportunities, financing plans, potential future milestone and royalty payments, competitive position, industry environment and potential market opportunities for the Company's product candidates.

Forward-looking statements are subject to known and unknown risks, uncertainties, assumptions and other factors, including risks and uncertainties related to our cash forecasts, our and our collaborators' ability to advance our product candidates, the receipt, feedback and timing of potential regulatory submissions, designations, approvals and commercialization of product candidates, the design, timing and results of preclinical and clinical trials, and the expected impact of the COVID-19 pandemic on our operations. It is not possible for our management to predicit all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. These factors, together with those that may be described in greater detail under the heading "Risk Factors" contained in our most recent Annual Report on Form 10-K, Quarterly Report on Form 10-Q and other reports the company files from time to time with the Securities and Exchange Commission, may cause our actual results, performance or achievements to differ materially and adversely from those anticipated or implied by our forward-looking statements.

You should not rely upon forward-looking statements as predictions of future events. Although our management believes that the expectations reflected in our forwardlooking statements are reasonable, we cannot guarantee that the future results, levels of activity, performance or events and circumstances described in the forwardlooking statements will be achieved or occur. Moreover, neither we nor our management assume responsibility for the accuracy and completeness of the forwardlooking statements. We undertake no obligation to publicly update any forward-looking statements for any reason after the date of this presentation to conform these statements to actual results or to changes in our expectations, except as required by law.

This presentation also contains estimates and other statistical data made by independent parties and by us relating to market size and growth and other data about our industry. This data involves a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates. In addition, projections, assumptions, and estimates of our future performance and the future performance of the markets in which we operate are necessarily subject to a high degree of uncertainty and risk.

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Sutro is a Clinical-Stage Oncology Company Pioneering Next-Generation Novel Format ADCs that are Site-Specific



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Cell-Free Platform Allows for Rapid and Iterative Design and Evaluation

Toolkit of modular properties provides flexibility to engineer potential best-in-class and next-generation ADCs



New Modality for Cold Tumors: Immunostimulatory Antibody Drug Conjugate (iADC) Featuring dual drug conjugation technology with both cytotoxin and immune modulator



Six Product Candidates in Clinical Development Were Enabled by Sutro's Platform Unique engineering prowess in the field of complex conjugated antibodies

Modality	Program	Target(s)	Indication	Discovery	Preclinical	Phase 1/1b	Phase 2/3	Partner
Antibody-Drug Conjugate (ADC)			Ovarian Cancer	Fast Track De	signation			
	STRO-002	FolRa	Ovarian Cancer (bevacizumab combo)					A ## 19#19
			Endometrial Cancer					(Greater China)
		54	NSCLC/Non-Gyn Cancers					
	0750 004	0074	Lymphoma	1				
	STRO-001	CD74	Multiple Myeloma	Orphan Drug [Designation			(Greater China)
			Multiple Myeloma	Orphan Drug	Designation			14
	CC-99712	BCMA	Multiple Myeloma (GSI combo)					(th Bristol Myers Squibl
	Undisclosed	ROR1, Tissue Factor	Cancer					
Bispecific ADC	M1231	MUC1-EGFR	NSCLC & Esophageal Cancer	li -				SERONO (1)
mmunostimulatory ADC (iADC)	Undisclosed	3 Undisclosed Targets	Cancer					* astellas
Cytokine	MK-1484	Undisclosed	Advanced or Metastatic Solid Tumors					📀 MERCK
/accine	VX-24	24-Valent Conjugate Vaccine	Invasive Pneumococcal Disease					Vaxcyte
1)EMD Serono is the bi	iopharmaceutica	I business of Mer	ck KGaA, Darmstadt German	y in the US.				

Achievements and Milestones

Clinical data readouts and partnerships provide multiple anticipated 2022 value drivers for Sutro

~	Greater China deal with Tasly (Dec. 2021)	\checkmark	Greater China deal with BioNova (Oct. 2021)
\checkmark	Ovarian cancer dose-expansion interim data (Jan. 2022)		Support BioNova for initiation of clinical development activities in Greater China (2022)
\checkmark	EOP1/2 meeting (Mid-2022)		Anticipated to determine RP2D through dose escalation (2022
	Anticipated dose-expansion data with durability (2H 2022)	_	
	Anticipated to initiate registration-directed trial in Platinum- Resistant Ovarian Cancer (Early 2023)	Colla	aborations: Research and Manufacturing Revenue
\checkmark	First patient dosed in endometrial cancer cohort (Nov. 2021)	\checkmark	iADC platform collaboration with Astellas (June 2022)
1	First patient dosed in bevacizumab combination trial (March 2022)		Manufacturing support and materials for BMS, Merck, and EMD Serono clinical supply
	Anticipated to initiate clinical trial for NSCLC and other non- gynecologic solid tumors (2H 2022)		Supply cell-free extract & reagents to Vaxcyte for VAX- 24, with first participants dosed in a Phase 2 clinical study
	Support Tasly for initiation of clinical development activities in Greater China (2022)		Support tech transfers and enable BMS and EMD Serono to manufacture from Sutro's cell-free extract



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FolRα-Targeting ADC

Potential Best-in-Class ADC for Ovarian and Endometrial Cancers



Highly optimized ADC designed to drive efficient tumor responses across a broad range of target antigen levels

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Sutro-proprietary tubulin-targeting 3-aminophenol hemiasterlin warhead, SC209.
 Based on STRO-002 pre-clinical models showing immune stimulation at site of tumor upon cell death.

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Phase 1 Study in Patients with Advanced Ovarian Cancer

Two-part design to explore safety, anti-tumor activity, dosing, and FoIRα enrichment strategy

	Part 1: Dose-Escalation Cohort	Part 2: Dose-Expansion Cohort
Protocol	Inclusive of all FolRα expression levels; tissue samples voluntary and samples received from <50% of patients	Inclusive of all FolRα expression levels; tissue required upon enrollment for analysis
	Inclusive of all prior lines of therapy	Platinum resistant (1-3 prior regimens) or platinum sensitive with two prior platinum regimens (progressing after 2-3 prior regimens)
	9 dose escalation levels (0.5-6.4 mg/kg) – maximum tolerated dose not reached	Patients randomized 1:1 at 5.2 mg/kg and 4.3 mg/kg starting dose levels
	Prophylactic corticosteroid eyedrops not required	Prophylactic corticosteroid eyedrops not required
Baseline Characteristics	 Heavily pre-treated ovarian cancer patients with 6 median lines of prior therapies 	 ~50% 1-2 lines of therapy, ~50% 3 lines of therapy across all patients, as well as both dose cohorts
	 100% with prior platinum regimens, 46% with ≥ 3 prior platinum-containing regimens 	 Majority (~81%) were platinum resistant; platinum sensitive (~19%)
	 Other prior therapies: substantial bevacizumab (82%), PARP inhibitors (59%), and checkpoint inhibitors (21%) use 	 Other prior therapies: substantial bevacizumab (63%) and PARP inhibitor (65%) use
Status	FPI: March 2019 39 patients enrolled, closed to enrollment Aug. 2020 Near-final data presented at ASCO in June 2021	FPI: Jan 2021 44 patients enrolled, closed to enrollment Nov. 2021 Interim efficacy data on 33 evaluable patients and safety data on 43 patients presented in Jan. 2022



Patient Baseline Characteristics

	Randomized	Total		
Ovarian Cancer Patients	4.3 mg/kg N=23	5.2 mg/kg N=20	Total N=43	
Medianage, years (range)	63 (39–91)	56 (40–72)	60 (39–91)	
Median time since diagnosis, years (range)	1.8 (0.9–4.4)	2.9 (0.7–5.1)	2.8 (0.7–5.1)	
Number of prior lines of th	erapy			
Median	3.0	2.0	2.0	
Mean (St. Dev.)	2.5 (0.95)	2.5 (1.05)	2.5 (0.98)	
Previous Therapies, n (%)				
bevacizumab	13 (57%)	14 (70%)	27 (63%)	
PARP Inhibitor	15 (65%)	13 (65%)	28 (65%)	



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Maximum Change in Tumor Target Lesions (N=33)



Note: Data a	as of Nov. 8, 2021. 5 PRu were of interest and followed up subsequent to the data cutoff date. 4 PR confirmed at their next scheduled	scan and 1 was SD.
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		Starting Dose	
Best Overall Response (BOR)	4.3 mg/kg	5.2 mg/kg	All Comers
Evaluable patients	N=16	N=17	N=33
PR	3	4	7
PR confirmed by next scheduled scan post Nov. 8, 2021	0	4	4
Total PR	3	8	11
ORR (%)	18.8%	47.1%	33.3%
SD	10	4	14
PD	3	5	8

- 47.1% ORR in patients starting at the 5.2 mg/kg dose level
- · 33.3% ORR in all patients
- Interim data suggest that 5.2 mg/kg starting dose leads to higher response rates
- All 4 patients with PRu treated at 5.2 mg/kg were subsequently confirmed at the next scheduled scan





Change in Sum of Diameters for Target Lesions Over Time (N=33)



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Platinum-Resistant Ovarian Cancer Patient Treated at 4.3 mg/kg Dose Level Ongoing Partial Response with 72% reduction in tumor burden



Initial diagnosis: Stage IV ovarian cancer, Jan 2020

3 Prior Regimens: Resistant to 1st Neoadjuvant / adjuvant Carbo / Taxol / Taxotere

Refractory to 2nd and 3rd with progressive disease • Liposomal doxorubicin • Gameitables

· Gemcitabine



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ORR by TPS Expression Levels (Total Samples N=33)

TPS	Overall	TPS ≤ 25%	TPS > 25%	TPS > 50%	TPS > 75%
ORR	33.3%	12.5%	40.0%	42.1%	43.8%
Number of patient samples	N=33	N=8	N=25	N=19	N=16
PR(1)	11	1	10	8	7
Potential Market Size (%)	100%	~ 30%	~ 70%		

Patients at the 5.2 mg/kg starting dose and TPS > 25% demonstrated 53.8% ORR (n=13) **Tumor Proportion Score (TPS)**

- Percent of tumor cells showing staining of any intensity
- Does not require analysis of intensity levels and easy to score
- · Commonly used in clinical practice
- Established reproducibility across different biomarkers (e.g., PD-L1)

(1) PR classification includes the 4 of 5 patients who were confirmed by their next scheduled scan after Nov. 8, 2021.

Note: Data as of Nov. 8, 2021.

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Most Common G3+ TEAEs (≥2 Subjects) by Dose

	4.3	mg/Kg (N	=23)	5.2	mg/Kg (N	=20)	1	otal (N=4	3)
	Grade 3 n (%)	Grade 4 n (%)	Grade 5 n (%)	Grade 3 n (%)	Grade 4 n (%)	Grade 5 n (%)	Grade 3 n (%)	Grade 4 n (%)	Grade 5 n (%)
Subjects reporting at least 1 event	13 (57)	4 (17)	0	8 (40)	8 (40)	1 (5)	21 (48)	12 (28)	1 (2)
Neutropenia (1)	10 (44)	4 (17)	0	6 (30)	8 (40)	1 (5)	16 (37)	12 (28)	1 (2)
Febrile Neutropenia	1 (2)	0	0	0	0	1 (5)	1 (2)	0	1 (2)
White blood cell count decreased	4 (17)	1 (4)	0	1 (5)	2 (10)	0	5 (12)	3 (7)	0
Anemia	1 (4)	0	0	3 (15)	0	0	4 (9)	0	0
Arthralgia	4 (17)	0	0	0	0	0	4 (9)	0	0
Diarrhea	2 (9)	0	0	0	1 (5)	0	2 (5)	1 (2)	0
Platelet count decreased	2 (9)	0	0	1 (5)	0	0	3 (7)	0	0
Thrombocytopenia	0	0	0	2 (10)	0	0	2 (8)	0	0
Vomiting	0	0	0	2 (10)	0	0	2 (8)	0	0
Fatigue	2 (9)	0	0	0	0	0	2 (8)	0	0
Activated partial thromboplastin time prolonged	2 (9)	0	0	0	0	0	2 (8)	0	0
Hyponatremia	2 (9)	0	0	0	0	0	2 (8)	0	0
Neuralgia	2 (9)	0	0	0	0	0	2 (8)	0	0
Acute kidney injury	0	0	0	2 (10)	0	0	2 (8)	0	0

Asymptomatic neutropenia was the leading TEAE, resulting in treatment delay or dose reduction

- Neutropenia resolved with 1 week delay ± G-CSF, in the majority of cases
- Febrile neutropenia is rare
 - One Grade 5 event at the 5.2 mg/kg dose cohort
 - One Grade 3 event at the 4.3 mg/kg dose cohort
- Protocol was updated to require dose reduction for Grade 4 neutropenia
- Dose reductions ameliorated neutropenia

 Neutropenia included the following preferred terms: neutropenia, febrile neutropenia, and neutrophil count decreased. Note: Data as of Nov. 8, 2021.

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Dose Expansion Interim Data Provide Initial Insights on Go-Forward Strategy Emerging data inform potential starting dose and enrichment strategy

STRO 002 Dose Expansi



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Progressing & Expanding the STRO-002 Franchise



Additional clinical studies in ovarian & endometrial, and nonclinical work on other tumor types





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CD74-Targeting ADC

Potential First and Best-in-Class ADC for B-Cell Malignancies



Potential First-in-Class Molecule for Patients with NHL and MM Stable CD74 targeting ADC for hematological cancers designed to minimize bystander effects





STRO-001-BCM1 Study Design and Updates

STRO-001-BCM1 Dose Escalation Study



NHL Cohort Update at ASH 2020

A total of 21 patients have been treated with STRO-001 and 18 patients were evaluable for response as of October 30, 2020

Dose range 0.05-2.5 mg/kg and MTD has not been

1 DLT of grade 3 pulmonary embolism was observed (1)

Following previously announced protocol amendment requiring pre-screening for patients at risk for thromboses, no additional thromboembolic events have been observed

Dosing frequency was modified from Q2W (28-day cycle) to Q3W (21-day cycle) for doses ≥ 0.91 mg/kg

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ASH 2020 Update in NHL Cohort

Heavily pre-treated patient population with 5 median lines of prior therapies

(N=21)

64.5 (21-82)

6.0 (1.0-29.8)

21 (100)

7 (33)

7 (33)

2 (10)

2 (10)

1 (5)

1 (5)

1 (5) 5 (1-12)

2 (10)

1 (5)

3 (14)

TEAEs by Grade,	Patients With ≥1 Event, n (%)							
Occurring in ≥15%	Grade 1	Grade 2	Grade 3	Grade 4				
Nausea	5 (23.8)	4 (19.0)	0	0				
Fatigue	4 (19.0)	3 (14.3)	0	0				
Chills	7 (33.3)	0	0	0				
Anemia	3 (14.3)	2 (9.5)	1 (4.8)	0				
Headache	2 (9.5)	4 (19.0)	0	0				
Dyspnea	1 (4.8)	3 (14.3)	1 (4.8)	0				
Abdominal pain	4 (19.0)	1 (4.8)	0	0				
Infusion related reaction	1 (4.8)	3 (14.3)	0	0				
Vomiting	2 (9.5)	2 (9.5)	0	0				
Decreased appetite	3 (14.3)	1 (4.8)	0	0				
Pyrexia	3 (14.3)	1 (4.8)	0	0				

Note: Data as of October 30, 2020 from ASH 2020

Baseline Characteristic

NHL subtype, n (%)

DLBCL

MCL

Age, median (range), years

Follicular lymphoma

Burkitt's Lymphoma

Prior therapies, n (%)

Composite DLBCL/FL

Composite DLBCL/CLL

Number of prior therapies, median (range)

Unrelated allogeneic stem cell transplant

Autologous stem cell transplant

Marginal zone lymphoma

Time from diagnosis, median (range), years

CAR-T therapy

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Encouraging Interim Treatment Duration and Responses



Partial responses in two DLBCL patients who had progressed on CAR-T

pa				PR		SD*	Dose Level, mg/kg	Demographics and Diagnosis	Pr	rior Therapies	Best Responses	Doses Received	Duration of Treatment
HL treat		PR SD > SD	CR				0.075	82-year-old man with Stage III DLBCL, non-GC type diagnosed in 2015		R-CHOP-R, Rituximabilenalidomide Bendamustina/rituximab Obinituzumab + gemcitabine + oxaliplatin	CR after 2 cycles (4 doses)	12	24 Weeks (PD after 12 doses)
dual patients with NHL treated with STRO-001 (N=18) ⁽¹⁾				 0.075 to 0.65 mg/kg Q2W 0.91 mg/kg Q3W 1.27 mg/kg Q3W 1.78 mg/kg Q3W 		0.65	64-year old man diagnosed with double-hit Stage IV DLBCL in August 2017		R-CHOP x 1 and EPOCH X 6 (2017) RICE with IT prophysis (2017)2018) Rituximab and XRT (2018) Rituximab, gemclatoine + oxaliptatin with radiotherapy (2018) Axicablagune citoleucel (CAR-T) (May 2018) Rituximab and lenatidamide (Nov 2018)	PR at cycle 3	8	15 weeks (PD after 8 doses)	
Individual				 2.5 mg/kg Q3W Continuing study treatment * Patient had a prolonged dose delay (cycle 2 to cycle 3) due to COVID-19 		1.27	68-year old woman stage IV extranodal DLBCL, non-GC diagnosed in Feb 2018		R-CHOP RICE x 2 DHAP x 2 CAR-T (May 2019) Lenalidomide (Nov 2019)	PR at cycle 3	10	27 weeks ongoing (PD at cycle 10)	
0	60	100 15 Study		200	250	300	1.27	51-year old woman, stage III marginal zone lymphoma diagnosed in May 2017		Obinutuzumab	SD	6	39 weeks ongoing
est	Patients, STRO-001 Dose		9	NHL subtype		1.78	36-year old man with stage IIIA folicular lymphoma diagnosed in June 2014	:	Fit3L-vaccine immunotherapy Rituximab Vaccine immunotherapy polyCLC (TLR-3 agonist) –	SD	4	12 weeks (PD after Cycle 4)	
sponse	n	0.075		DLBCL									
2	2	0.075 mg/kg 0.65, 1.27 mg/kg	1	DLBCL					immunotherapy				
	3	1.27, 1.78, 2.5 mg/	·	Marginal Zone and Follicular		2.50	74-year old man with IV folicular lymphoma	:	Reituximab/fludarabine/Cyłoxan Ifosfamide/carbopiatin, stoposide Auto SCT	SD	3	9 weeks on active treatment	
)	12	Multiple											

Financial Overview (1)Well capitalized through cash and other financial sources



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Experienced Leadership Team

