
**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 6, 2024

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	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value	STRO	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

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 5.07. Submission of Matters to a Vote of Security Holders.

On June 6, 2024, the Company held its 2024 Annual Meeting of Stockholders, and the following proposals were adopted:

1. Election of two Class III directors, identified in the table below, each to serve a three-year term, which will expire at the 2027 Annual Meeting of Stockholders and until such time as their respective successors have been duly elected and qualified or until their earlier resignation or removal:

Nominees	Shares For	Shares Withheld	Broker Non-Votes
Joseph M. Lobacki	49,578,870	1,393,863	13,906,799
Daniel H. Petree	33,386,033	17,586,700	13,906,799

2. Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024:

Shares For	Shares Against	Shares Abstaining
64,598,771	118,896	161,865

3. Approval, on a non-binding advisory basis, of the compensation of the Company's named executive officers:

Shares For	Shares Against	Shares Abstaining	Broker Non-Votes
50,214,198	171,189	587,346	13,906,799

4. Approval of the amendment of the Company's 2018 Employee Stock Purchase Plan (the "**ESPP**") to (i) increase the overall limit on the number of shares that may be issued under the ESPP throughout its ten-year term, and (ii) make certain non-substantive clarifying revisions:

Shares For	Shares Against	Shares Abstaining	Broker Non-Votes
50,224,587	618,712	129,434	13,906,799

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.

Date: June 10, 2024

Sutro Biopharma, Inc.

By: **/s/ Edward Albini**
Edward Albini
Chief Financial Officer
