

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person* Alta Partners VIII, L.P. (Last) (First) (Middle) ONE EMBARCADERO CENTER, SUITE 3700 (Street) SAN FRANCISCO, CA 94111 (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) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		5. If Amendment, Date Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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)
No securities beneficially held	0	D	

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

SEC 1473 (7-02)

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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)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Preferred Stock	(1)	(1)	Common Stock	10,201,769	\$ (1)	D (2)	
Series C Preferred Stock	(3)	(3)	Common Stock	12,387,324	\$ (3)	D (2)	
Series D Preferred Stock	(4)	(4)	Common Stock	9,449,318	\$ (4)	D (2)	
Series E Preferred Stock	(5)	(5)	Common Stock	18,698,578	\$ (5)	D (2)	
Series C Preferred Stock Warrant (right to buy)	(6)	(6)	Series C Preferred Stock	671,997	\$ 0.4797 (7)	D (2)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Alta Partners VIII, L.P. ONE EMBARCADERO CENTER, SUITE 3700 SAN FRANCISCO, CA 94111		X		
Alta Partners Management VIII, LLC ONE EMBARCADERO CENTER, SUITE 3700 SAN FRANCISCO, CA 94111		X		
CHAMPSI FARAH ONE EMBARCADERO CENTER, SUITE 3700 SAN FRANCISCO, CA 94111		X		

JANNEY DANIEL ONE EMBARCADERO CENTER, SUITE 3700 SAN FRANCISCO, CA 94111	X	X		
NOHRA GUY P ONE EMBARCADERO CENTER, SUITE 3700 SAN FRANCISCO, CA 94111		X		

Signatures

/s/ Daniel Janney as Managing Director of Alta Partners Management VIII, LLC, the general partner of Alta Partners VIII, L.P.		09/26/2018
**Signature of Reporting Person		Date
/s/ Daniel Janney as Managing Director of Alta Partners Management VIII, LLC		09/26/2018
**Signature of Reporting Person		Date
/s/ Farah Champsi		09/26/2018
**Signature of Reporting Person		Date
/s/ Daniel Janney		09/26/2018
**Signature of Reporting Person		Date
/s/ Guy Nohra		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).

- (1) Each share of the issuer's Series B Preferred Stock will automatically convert into 0.0578 share of the issuer's Common Stock immediately upon the closing of the issuer's initial public offering ("IPO") and has no expiration date.
The shares directly held by Alta Partners VIII, L.P. ("Alta VIII") are indirectly held by Alta Partners Management VIII, LLC ("Alta Management VIII"), which is the general partner of Alta VIII. The individual managing directors of Alta Management VIII are Farah Champsi, Guy Nohra and Daniel Janney. The managing directors of
- (2) Alta Management VIII exercise sole voting and investment control with respect to the shares held by Alta VIII. The individual managing directors of Alta Management VIII disclaim beneficial ownership of all shares held by Alta VIII, except to the extent of their pecuniary interests therein.
- (3) Each share of the issuer's Series C Preferred Stock will automatically convert into 0.0370 share of the issuer's Common Stock immediately upon the closing of the issuer's IPO and has no expiration date.
- (4) Each share of the issuer's Series D Preferred Stock will automatically convert into 0.0405 share of the issuer's Common Stock immediately upon the closing of the issuer's IPO and has no expiration date.
- (5) Each share of the issuer's Series E Preferred Stock will automatically convert into 0.0275 share of the issuer's Common Stock immediately upon the closing of the issuer's IPO and has no expiration date.
- (6) The warrant is exercisable at any time at the holder's election on a one-for one basis and automatically terminates on the completion of the issuer's initial public offering if not earlier exercised.
- (7) The warrant has a net exercise provision under which the holder, in lieu of paying the exercise price in cash, can surrender the warrant and receive a net number of shares of preferred stock based on the fair market value of such stock at the time of exercise, after deducting the aggregate exercise price.

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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