

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Estimated average burden
 hours per response: 0.5

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

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 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>FITZPATRICK LINDA A</u> (Last) (First) (Middle) <u>C/O SUTRO BIOPHARMA, INC.</u> <u>111 OYSTER POINT BLVD.</u> (Street) <u>SOUTH SAN FRANCISCO</u> <u>CA</u> <u>94080</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SUTRO BIOPHARMA, INC. [STRO]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>05/01/2025</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CHIEF PEOPLE & COMM. OFFICER</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	05/01/2025		M		9,125	A	\$0	104,558	D	
Common Stock	05/01/2025		M		9,740	A	\$0	114,298	D	
Common Stock	05/01/2025		M		13,140	A	\$0	127,438	D	
Common Stock	05/01/2025		M		5,844	A	\$0	133,282	D	
Common Stock	05/01/2025		F		13,538 ⁽¹⁾	D	\$1.07	119,744	D	
Common Stock								10,383	I	Michael A. & Linda A. Fitzpatrick Family Trust dated 10/13/1997 ⁽²⁾

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	Amount or Number of Shares				
Restricted Stock Unit (RSU)	(3)	05/01/2025		M			9,125	(4)(5)	03/04/2026	Common Stock	9,125	\$0	0	D	
Restricted Stock Unit (RSU)	(3)	05/01/2025		M			9,740	(5)(6)	03/01/2027	Common Stock	9,740	\$0	4,010	D	
Restricted Stock Unit (RSU)	(3)	05/01/2025		M			13,140	(5)(7)	03/01/2028	Common Stock	13,140	\$0	14,685	D	
Restricted Stock Unit (RSU)	(3)	05/01/2025		M			5,844	(5)(7)	03/01/2028	Common Stock	5,844	\$0	6,531	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.
- These securities are held of record by Michael A. Fitzpatrick and Linda A. Fitzpatrick, Trustees of the Michael A. & Linda A. Fitzpatrick Family Trust dated 10/13/1997.
- Each RSU represents a contingent right to receive one (1) share of the issuer's Common Stock upon settlement.
- The RSUs vest as to 1/4th of the total shares annually beginning on March 4, 2023, subject to continued service through each vesting date.
- The reported transaction represents the accelerated vesting of certain of the reporting person's equity awards outstanding under the issuer's 2018 Equity Incentive Plan, in connection with her separation and transition from her position with the issuer.
- The RSUs vest as to 1/4th of the total shares annually beginning on March 1, 2024, subject to continued service through each vesting date.
- The RSUs vest as to 1/4th of the total award annually beginning on March 1, 2025, subject to continued service through each vesting date.

/s/ David Pauling as attorney-in-
fact for Linda A. Fitzpatrick

05/05/2025

** 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.