

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

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 *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<u>Chung Jane</u>	<u>SUTRO BIOPHARMA, INC.</u> [ <u>STRO</u> ]	<input checked="" type="checkbox"/> Director 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	<input checked="" type="checkbox"/> Officer (give title below) Other (specify below)
<u>C/O SUTRO BIOPHARMA, INC.</u>	<u>12/12/2025</u>	<u>Chief Executive Officer</u>
<u>111 OYSTER POINT BLVD.</u>	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(Street)		<input checked="" type="checkbox"/> Form filed by One Reporting Person
<u>SOUTH SAN FRANCISCO</u> <u>CA</u> <u>94080</u>		Form filed by More than One Reporting Person
(City) (State) (Zip)		

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			
<u>Common Stock</u>	<u>12/12/2025</u>		<u>M</u>		<u>2,500</u>	<u>A</u>	<u>\$0</u>	<u>14,785</u>	<u>D</u>	
<u>Common Stock</u>	<u>12/12/2025</u>		<u>F</u>		<u>894</u> <sup>(1)</sup>	<u>D</u>	<u>\$8.015</u>	<u>13,891</u>	<u>D</u>	

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				
<u>Restricted Stock Unit (RSU)</u>	<u>(2)</u>	<u>12/12/2025</u>		<u>M</u>			<u>2,500</u>	<u>(3)</u>	<u>12/01/2027</u>	<u>Common Stock</u>	<u>2,500</u>	<u>\$0</u>	<u>5,000</u>	<u>D</u>	

Explanation of Responses:

1. 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 RSUs; does not represent a sale by the reporting person.

2. Each RSU represents a contingent right to receive one share of the Issuer's Common Stock upon settlement.

3. The RSU award vested or vests as to 1/4th of the total award annually, subject to continued service through each vesting date, with the first tranche vested on December 1, 2024. The reported transaction represents the deferred vesting and settlement of a tranche of this award pursuant to the terms of the reporting person's award agreement with the Issuer.

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 for Jane Chung 12/16/2025  
\*\* 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.

## LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints **Regina Cheng, David Pauling, and Gregory Chow** (each, an “**Attorney-in-Fact**”), as long as such individual is providing services to Sutro Biopharma, Inc., a Delaware corporation (the “**Company**”), acting individually, as the undersigned’s true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned’s capacity as an officer and/or director of the Company, Forms 3, 4, and 5, and any amendments thereto, in accordance with Section 16(a) of the Securities Exchange Act of 1934 (as amended, the “**Exchange Act**”), and the rules and regulations thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Forms 3, 4, and 5, and any amendments thereto, and file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority, if required; and
- (3) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of the Attorney-in-Fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by the Attorney-in-Fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the Attorney-in-Fact may approve in the Attorney-in-Fact’s discretion.

The undersigned hereby grants to the Attorney-in-Fact full power and authority to do and perform each and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that the Attorney-in-Fact, or the Attorney-in-Fact’s substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing Attorney-in-Fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned’s responsibilities to comply with Section 16 of the Exchange Act.

The undersigned agrees that the Attorney-in-Fact may rely entirely on information furnished orally or in writing by the undersigned to the Attorney-in-Fact. The undersigned also agrees to indemnify and hold harmless the Company and the Attorney-in-Fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based on any untrue statement or omission of necessary facts in the information provided by the undersigned to the Attorney-in-Fact for purposes of executing, acknowledging, delivering and filing Forms 3, 4, or 5 (including amendments thereto) and agrees to reimburse the Company and the Attorney-in-Fact for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned’s holdings of, and transactions in securities issued by, the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Attorney-in-Fact.

**IN WITNESS WHEREOF**, the undersigned has caused this Power of Attorney to be executed as of this 6th day of October, 2025.

By: /s/ Jane Chung  
Name: Jane Chung