

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

|                          |           |
|--------------------------|-----------|
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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 *<br><u>FITZPATRICK LINDA A</u><br><br>(Last) (First) (Middle)<br><u>C/O SUTRO BIOPHARMA, INC.</u><br><u>111 OYSTER POINT BLVD.</u><br><br>(Street)<br><u>SOUTH SAN</u> <u>CA</u> <u>94080</u><br><u>FRANCISCO</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>SUTRO BIOPHARMA, INC.</u> [ <u>STRO</u> ] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>CHIEF PEOPLE &amp; COMM. OFFICER</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/05/2024</u>                       |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                    |   |

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                    | 03/05/2024                           |  | M                              |   | 8,750   | A          | \$0    | 76,060  | D  |  |
| Common Stock                    | 03/05/2024                           |  | F                              |   | 3,108 <sup>(1)</sup>  | D          | \$4.54 | 72,952  | D  |  |
| Common Stock                    |                                      |  |                                |   |   |            |        | 10,383  | I  | Michael A. & Linda A. Fitzpatrick Family Trust dated 10/13/1997 <sup>(2)</sup> |

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 |  |  |   |  |
| Stock Option (Right to Buy Common Stock)   | \$4.54   | 03/05/2024                           |  | A                              |   | 38,000   |       | (3)  | 03/05/2034      | Common Stock  | 38,000                     | \$0  | 38,000   | D   |  |
| Restricted Stock Units (RSUs)              | (4)  | 03/05/2024                           |  | A                              |   | 28,500   |       | (5)  | 03/01/2028      | Common Stock  | 28,500                     | \$0  | 28,500   | D   |  |
| Restricted Stock Unit (RSU)                | (4)  | 03/05/2024                           |  | M                              |   |  | 8,750 | (6)  | 03/05/2025      | Common Stock  | 8,750                      | \$0  | 8,750  | D   |  |
| Stock Option (Right to Buy Common Stock)   | \$4.8  | 03/07/2024                           |  | A                              |   | 22,000   |       | (3)  | 03/07/2034      | Common Stock  | 22,000                     | \$0  | 22,000   | D   |  |
| Restricted Stock Units (RSUs)              | (4)  | 03/07/2024                           |  | A                              |   | 16,500   |       | (7)  | 03/01/2028      | Common Stock  | 16,500                     | \$0  | 16,500   | D   |  |

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 restricted stock units; does not represent a sale by the reporting person.
2. 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.
3. The option vests as to 2.0833% of the total award monthly, beginning on April 1, 2024, with 100% of the award being vested and exercisable on March 1, 2028, subject to the reporting person's continued service to the Issuer on each vesting date.
4. Each RSU represents a contingent right to receive one (1) share of the Issuer's Common Stock upon settlement.
5. 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.
6. The RSUs vest as to 1/4th of the total award annually beginning on March 5, 2022, subject to continued service through each vesting date.
7. 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/ Edward C. Albini as attorney-  
in-fact for Linda A. Fitzpatrick      03/07/2024

\*\* 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.

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