

<b>OMB APPROVAL</b>	
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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

1. Name and Address of Reporting Person* <u>Alta Partners VIII, L.P.</u>  (Last) (First) (Middle) <u>ONE EMBARCADERO CENTER, SUITE 3700</u>  (Street) <u>SAN FRANCISCO CA 94111</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SUTRO BIOPHARMA INC [ STRO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/01/2018</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	10/01/2018		C		589,661	A	(1)	589,661	D <sup>(2)</sup>		
Common Stock	10/01/2018		C		458,331	A	(3)	1,047,992	D <sup>(2)</sup>		
Common Stock	10/01/2018		C		382,698	A	(4)	1,430,690	D <sup>(2)</sup>		
Common Stock	10/01/2018		C		514,211	A	(5)	1,944,901	D <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
Series B Preferred Stock	(1)	10/01/2018		C			10,201,769	(1)	(1)	Common Stock	589,661	\$0.00	0	D <sup>(2)</sup>	
Series C Preferred Stock	(3)	10/01/2018		C			12,387,324	(3)	(3)	Common Stock	458,331	\$0.00	0	D <sup>(2)</sup>	
Series D Preferred Stock	(4)	10/01/2018		C			9,449,318	(4)	(4)	Common Stock	382,698	\$0.00	0	D <sup>(2)</sup>	
Series E Preferred Stock	(5)	10/01/2018		C			18,698,578	(5)	(5)	Common Stock	514,211	\$0.00	0	D <sup>(2)</sup>	

1. Name and Address of Reporting Person* <u>Alta Partners VIII, L.P.</u>  (Last) (First) (Middle) <u>ONE EMBARCADERO CENTER, SUITE 3700</u>  (Street) <u>SAN FRANCISCO CA 94111</u>  (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
<a href="#">Alta Partners Management VIII, LLC</a>		
(Last)	(First)	(Middle)
<a href="#">ONE EMBARCADERO CENTER, SUITE 3700</a>		
(Street)		
<a href="#">SAN FRANCISCO</a>	<a href="#">CA</a>	<a href="#">94111</a>
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">CHAMPSI FARAH</a>		
(Last)	(First)	(Middle)
<a href="#">ONE EMBARCADERO CENTER, SUITE 3700</a>		
(Street)		
<a href="#">SAN FRANCISCO</a>	<a href="#">CA</a>	<a href="#">94111</a>
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">JANNEY DANIEL</a>		
(Last)	(First)	(Middle)
<a href="#">ONE EMBARCADERO CENTER, SUITE 3700</a>		
(Street)		
<a href="#">SAN FRANCISCO</a>	<a href="#">CA</a>	<a href="#">94111</a>
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">NOHRA GUY P</a>		
(Last)	(First)	(Middle)
<a href="#">ONE EMBARCADERO CENTER, SUITE 3700</a>		
(Street)		
<a href="#">SAN FRANCISCO</a>	<a href="#">CA</a>	<a href="#">94111</a>
(City) (State) (Zip)		

**Explanation of Responses:**

- Each share of the issuer's Series B Preferred Stock automatically converted into 0.0578 share of the issuer's Common Stock on October 1, 2018 in connection with the closing of the issuer's sale of its Common Stock in its firm commitment initial public offering (the "IPO") pursuant to a registration statement on Form S-1 (File No. 333-227103) under the Securities Act of 1933, as amended (the "Registration Statement"), and had 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 Champs, Guy Nohra and Daniel Janney. The managing directors of 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.
- Each share of the issuer's Series C Preferred Stock automatically converted into 0.0370 share of the issuer's Common Stock on October 1, 2018 in connection with the closing of the issuer's sale of its Common Stock in its IPO pursuant to the Registration Statement, and had no expiration date.
- Each share of the issuer's Series D Preferred Stock automatically converted into 0.0405 share of the issuer's Common Stock on October 1, 2018 in connection with the closing of the issuer's sale of its Common Stock in its IPO pursuant to the Registration Statement, and had no expiration date.
- Each share of the issuer's Series E Preferred Stock automatically converted into 0.0275 share of the issuer's Common Stock on October 1, 2018 in connection with the closing of the issuer's sale of its Common Stock in its IPO pursuant to the Registration Statement, and had no expiration date.

**Remarks:**

[/s/ Daniel Janney as Managing Director of Alta Partners Management VIII, LLC, the general partner of Alta Partners VIII, L.P.](#) [10/01/2018](#)

<u>/s/ Daniel Janney as Managing Director of Alta Partners Management VIII, LLC</u>	<u>10/01/2018</u>
<u>/s/ Farah Champs</u>	<u>10/01/2018</u>
<u>/s/ Daniel Janney</u>	<u>10/01/2018</u>
<u>/s/ Guy Nohra</u>	<u>10/01/2018</u>

\*\* 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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