

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Merck & Co., Inc.</u> _____ (Last) (First) (Middle) 2000 GALLOPING HILL ROAD _____ (Street) KENILWORTH NJ 07033 _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/26/2018	3. Issuer Name and Ticker or Trading Symbol <u>SUTRO BIOPHARMA INC [STRO]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of 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)
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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: 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 E Redeemable Convertible Preferred Stock	(I)	(I)	Common Stock	2,056,843	(I)	I	See Footnote ⁽²⁾

1. Name and Address of Reporting Person* <u>Merck & Co., Inc.</u> _____ (Last) (First) (Middle) 2000 GALLOPING HILL ROAD _____ (Street) KENILWORTH NJ 07033 _____ (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>Merck Sharp & Dohme Corp.</u> _____ (Last) (First) (Middle) ONE MERCK DRIVE _____ (Street) WHITEHOUSE STATION NJ 08889 _____ (City) (State) (Zip)
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Explanation of Responses:

1. At any time at the holder's election, each share of the Issuer's Series E redeemable convertible preferred stock (the "Series E Preferred") is convertible into 0.0275 shares of the Issuer's common stock without payment or consideration. Upon the closing of the Issuer's sale of its common stock in its firm commitment underwritten initial public offering pursuant to a registration statement on Form S-1 (File No. 333-227103) under the Securities Act of 1933, as amended, each share of the Series E Preferred will automatically convert into 0.0275 shares of the Issuer's common stock without payment or consideration. The Series E Preferred has no expiration date. The number of underlying shares of common stock reported in Column 3 reflects a 36.3-for-1 reverse stock split that became effective on September 14, 2018.

2. These securities are owned directly by Merck Sharp & Dohme Corp., which is a direct, wholly owned subsidiary of Merck & Co., Inc. ("Merck"). Merck is an indirect beneficial owner of the reported securities.

Merck & Co., Inc. /s/ Faye C.
Brown, Senior Assistant 09/26/2018
Secretary

Merck Sharp & Dohme Corp.
/s/ Faye C. Brown, Assistant 09/26/2018
Secretary

** 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 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).

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.