

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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> <hr/> (Last) (First) (Middle) <u>ONE EMBARCADERO CENTER, SUITE 3700</u> <hr/> (Street) <u>SAN FRANCISCO CA 94111</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/26/2018</u>	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)
No securities beneficially held	0	D	

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 B Preferred Stock	(1)	(1)	Common Stock	10,201,769	(1)	D ⁽²⁾	
Series C Preferred Stock	(3)	(3)	Common Stock	12,387,324	(3)	D ⁽²⁾	
Series D Preferred Stock	(4)	(4)	Common Stock	9,449,318	(4)	D ⁽²⁾	
Series E Preferred Stock	(5)	(5)	Common Stock	18,698,578	(5)	D ⁽²⁾	
Series C Preferred Stock Warrant (right to buy)	(6)	(6)	Series C Preferred Stock	671,997	0.4797 ⁽⁷⁾	D ⁽²⁾	

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

Explanation of Responses:

1. Each share of the issuer's Series B Preferred Stock will automatically convert into 0.0578 share of the issuer's Common Stock immediately upon the closing of the issuer's initial public offering ("IPO") and has no expiration date.
2. 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 Champsi, 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.
3. Each share of the issuer's Series C Preferred Stock will automatically convert into 0.0370 share of the issuer's Common Stock immediately upon the closing of the issuer's IPO and has no expiration date.
4. Each share of the issuer's Series D Preferred Stock will automatically convert into 0.0405 share of the issuer's Common Stock immediately upon the closing of the issuer's IPO and has no expiration date.
5. Each share of the issuer's Series E Preferred Stock will automatically convert into 0.0275 share of the issuer's Common Stock immediately upon the closing of the issuer's IPO and has no expiration date.
6. The warrant is exercisable at any time at the holder's election on a one-for one basis and automatically terminates on the completion of the issuer's initial public offering if not earlier exercised.
7. The warrant has a net exercise provision under which the holder, in lieu of paying the exercise price in cash, can surrender the warrant and receive a net number of shares of preferred stock based on the fair market value of such stock at the time of exercise, after deducting the aggregate exercise price.

Remarks:

[/s/ Daniel Janney as Managing Director of Alta Partners Management VIII, LLC, the general partner of Alta Partners VIII, L.P.](#) 09/26/2018

<u>/s/ Daniel Janney as Managing Director of Alta Partners Management VIII, LLC</u>	<u>09/26/2018</u>
<u>/s/ Farah Champs</u>	<u>09/26/2018</u>
<u>/s/ Daniel Janney</u>	<u>09/26/2018</u>
<u>/s/ Guy Nohra</u>	<u>09/26/2018</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 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.