

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0104 |
| Estimated average burden hours per response: | 0.5       |

**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*<br><u>CELGENE CORP /DE/</u><br><br>(Last) (First) (Middle)<br><u>86 MORRIS AVENUE</u><br><br>(Street)<br><u>SUMMIT NJ 07901</u><br><br>(City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year)<br><u>09/26/2018</u> | 3. Issuer Name and Ticker or Trading Symbol<br><u>SUTRO BIOPHARMA INC [ STRO ]</u>  |   |
|  |  | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below) | 5. If Amendment, Date of Original Filed (Month/Day/Year)<br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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) |
|---------------------------------|---|--|---|
|---------------------------------|---|--|---|

**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 C-2 Redeemable Convertible Preferred Stock | (1)  | (1)             | Common Stock  | 337,725                    | (1)  | D  |   |
| Series D Redeemable Convertible Preferred Stock   | (2)  | (2)             | Common Stock  | 115,227                    | (2)  | D  |   |
| Series D-2 Redeemable Convertible Preferred Stock | (3)  | (3)             | Common Stock  | 758,278                    | (3)  | D  |   |
| Series E Redeemable Convertible Preferred Stock   | (4)  | (4)             | Common Stock  | 514,967                    | (4)  | D  |   |

**Explanation of Responses:**

- Each share of Series C-2 redeemable convertible preferred stock is convertible into 0.0405 share of common stock without payment of further consideration and will automatically convert into 0.0405 share of common stock upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.
- Each share of Series D redeemable convertible preferred stock is convertible into 0.0405 share of common stock without payment of further consideration and will automatically convert into 0.0405 share of common stock upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.
- Each share of Series D-2 redeemable convertible preferred stock is convertible into 0.0419 share of common stock without payment of further consideration and will automatically convert into 0.0419 share of common stock upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.
- Each share of Series E redeemable convertible preferred stock is convertible into 0.0275 share of common stock without payment of further consideration and will automatically convert into 0.0275 share of common stock upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

/s/ David Elkins, EVP and Chief Financial Officer      09/26/2018

\*\* 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.**