

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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* SVLSF V. LLC (Last) (First) (Middle) ONE BOSTON PLACE 201 WASHINGTON ST., STE 3900 (Street) BOSTON MA 02108 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol SUTRO BIOPHARMA INC [STRO]	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) 09/27/2018	
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		943	A	(1)	943	I	By International Life Sciences Fund III Co-Investment, L.P. ⁽²⁾
Common Stock	10/01/2018		C		7,610	A	(3)	8,553	I	By International Life Sciences Fund III Co-Investment, L.P. ⁽²⁾
Common Stock	10/01/2018		C		2,399	A	(4)	10,952	I	By International Life Sciences Fund III Co-Investment, L.P. ⁽²⁾
Common Stock	10/01/2018		C		79,467	A	(1)	79,467	I	By International Life Sciences Fund III (LP1), L.P. ⁽²⁾
Common Stock	10/01/2018		C		641,440	A	(3)	720,907	I	By International Life Sciences Fund III (LP1), L.P. ⁽²⁾
Common Stock	10/01/2018		C		202,115	A	(4)	923,022	I	By International Life Sciences Fund III (LP1), L.P. ⁽²⁾

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		758	A	(1)	758	I	By International Life Sciences Fund III Strategic Partners, L.P. ⁽²⁾
Common Stock	10/01/2018		C		6,128	A	(3)	6,886	I	By International Life Sciences Fund III Strategic Partners, L.P. ⁽²⁾
Common Stock	10/01/2018		C		1,931	A	(4)	8,817	I	By International Life Sciences Fund III Strategic Partners, L.P. ⁽²⁾
Common Stock	10/01/2018		C		341,030	A	(4)	341,030	I	By SV Life Sciences Fund V, L.P. ⁽⁵⁾
Common Stock	10/01/2018		C		270,690	A	(6)	611,720	I	By SV Life Sciences Fund V, L.P. ⁽⁵⁾
Common Stock	10/01/2018		C		251,783	A	(7)	863,503	I	By SV Life Sciences Fund V, L.P. ⁽⁵⁾
Common Stock	10/01/2018		C		7,207	A	(4)	7,207	I	By SV Life Sciences Fund V Strategic Partners, L.P. ⁽⁸⁾
Common Stock	10/01/2018		C		5,721	A	(6)	12,928	I	By SV Life Sciences Fund V Strategic Partners, L.P. ⁽⁸⁾
Common Stock	10/01/2018		C		5,320	A	(7)	18,248	I	By SV Life Sciences Fund V Strategic Partners, L.P. ⁽⁸⁾

**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				
Series C Preferred Stock Warrant (right to buy)	\$0.4797	09/27/2018		M			6,183	(9)	(9)	Series C Preferred Stock	6,183	\$0.00	5,361	I	By International Life Sciences Fund III Co-Investment, L.P. ⁽²⁾
Series C Preferred Stock	(10)	09/27/2018		M		6,183		(10)	(10)	Common Stock	228	\$0.00	64,815	I	By International Life Sciences Fund III Co-Investment, L.P. ⁽²⁾
Series C Preferred Stock Warrant (right to buy)	\$0.4797	09/27/2018		M			521,159	(9)	(9)	Series C Preferred Stock	521,159	\$0.00	451,869	I	By International Life Sciences Fund III (LPI) L.P. ⁽²⁾
Series C Preferred Stock	(10)	09/27/2018		M		521,159		(10)	(10)	Common Stock	19,282	\$0.00	5,462,550	I	By International Life Sciences Fund III (LPI) L.P. ⁽²⁾
Series C Preferred Stock Warrant (right to buy)	\$0.4797	09/27/2018		M			4,978	(9)	(9)	Series C Preferred Stock	4,978	\$0.00	4,315	I	By International Life Sciences Fund III Strategic Partners L.P. ⁽²⁾
Series C Preferred Stock	(10)	09/27/2018		M		4,978		(10)	(10)	Common Stock	184	\$0.00	52,183	I	By International Life Sciences Fund III Strategic Partners L.P. ⁽²⁾
Series A Preferred Stock	(1)	10/01/2018		C			21,776	(1)	(1)	Common Stock	943	\$0.00	0	I	By International Life Sciences Fund III Co-Investment, L.P. ⁽²⁾
Series B Preferred Stock	(3)	10/01/2018		C			131,683	(3)	(3)	Common Stock	7,610	\$0.00	0	I	By International Life Sciences Fund III Co-Investment, L.P. ⁽²⁾
Series C Preferred Stock	(4)	10/01/2018		C			64,815	(4)	(4)	Common Stock	2,399	\$0.00	0	I	By International Life Sciences Fund III Co-Investment, L.P. ⁽²⁾
Series A Preferred Stock	(1)	10/01/2018		C			1,835,270	(1)	(1)	Common Stock	79,467	\$0.00	0	I	By International Life Sciences Fund III (LPI), L.P. ⁽²⁾
Series B Preferred Stock	(3)	10/01/2018		C			11,097,596	(3)	(3)	Common Stock	641,440	\$0.00	0	I	By International Life Sciences Fund III (LPI), L.P. ⁽²⁾
Series C Preferred Stock	(4)	10/01/2018		C			5,462,550	(4)	(4)	Common Stock	202,115	\$0.00	0	I	By International Life Sciences Fund III (LPI), L.P. ⁽²⁾
Series A Preferred Stock	(1)	10/01/2018		C			17,533	(1)	(1)	Common Stock	758	\$0.00	0	I	By International Life Sciences Fund III Strategic Partners, L.P. ⁽²⁾

**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				
Series B Preferred Stock	(3)	10/01/2018		C			106,019	(3)	(3)	Common Stock	6,128	\$0.00	0	I	By International Life Sciences Fund III Strategic Partners, L.P. ⁽²⁾
Series C Preferred Stock	(4)	10/01/2018		C			52,183	(4)	(4)	Common Stock	1,931	\$0.00	0	I	By International Life Sciences Fund III Strategic Partners, L.P. ⁽²⁾
Series C Preferred Stock	(4)	10/01/2018		C			9,217,015	(4)	(4)	Common Stock	341,030	\$0.00	0	I	By SV Life Sciences Fund V, L.P. ⁽⁵⁾
Series D Preferred Stock	(6)	10/01/2018		C			6,683,697	(6)	(6)	Common Stock	270,690	\$0.00	0	I	By SV Life Sciences Fund V, L.P. ⁽⁵⁾
Series E Preferred Stock	(7)	10/01/2018		C			9,155,794	(7)	(7)	Common Stock	251,783	\$0.00	0	I	By SV Life Sciences Fund V, L.P. ⁽⁵⁾
Series C Preferred Stock	(4)	10/01/2018		C			194,786	(4)	(4)	Common Stock	7,207	\$0.00	0	I	By SV Life Sciences Fund V Strategic Partners, L.P. ⁽⁸⁾
Series D Preferred Stock	(6)	10/01/2018		C			141,249	(6)	(6)	Common Stock	5,721	\$0.00	0	I	By SV Life Sciences Fund V Strategic Partners, L.P. ⁽⁸⁾
Series E Preferred Stock	(7)	10/01/2018		C			193,492	(7)	(7)	Common Stock	5,320	\$0.00	0	I	By SV Life Sciences Fund V Strategic Partners, L.P. ⁽⁸⁾

1. Name and Address of Reporting Person*

[SVLSF V, LLC](#)

(Last) (First) (Middle)

ONE BOSTON PLACE
201 WASHINGTON ST., STE 3900

(Street)

BOSTON MA 02108

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

ILSF III, LLC

(Last) (First) (Middle)
ONE BOSTON PLACE
201 WASHINGTON ST., STE 3900

(Street)
BOSTON MA 02108

(City) (State) (Zip)

1. Name and Address of Reporting Person*

INTERNATIONAL LIFE SCIENCES FUND III
(GP), L.P.

(Last) (First) (Middle)
ONE BOSTON PLACE
201 WASHINGTON ST., STE 3900

(Street)
BOSTON MA 02108

(City) (State) (Zip)

1. Name and Address of Reporting Person*

INTERNATIONAL LIFE SCIENCES FUND III
STRATEGIC PARTNERS, L.P.

(Last) (First) (Middle)
ONE BOSTON PLACE
201 WASHINGTON ST., STE 3900

(Street)
BOSTON MA 02108

(City) (State) (Zip)

1. Name and Address of Reporting Person*

INTERNATIONAL LIFE SCIENCES FUND III
CO-INVESTMENT, L.P.

(Last) (First) (Middle)
ONE BOSTON PLACE
201 WASHINGTON ST., STE 3900

(Street)
BOSTON MA 02108

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
<u>INTERNATIONAL LIFE SCIENCES FUND III (LP1), L.P.</u>		
(Last)	(First)	(Middle)
ONE BOSTON PLACE		
201 WASHINGTON ST., STE 3900		
(Street)		
BOSTON	MA	02108
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<u>SV Life Sciences Fund V (GP), LP</u>		
(Last)	(First)	(Middle)
ONE BOSTON PLACE		
201 WASHINGTON ST., STE 3900		
(Street)		
BOSTON	MA	02108
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<u>SV LIFE SCIENCES FUND V LP</u>		
(Last)	(First)	(Middle)
ONE BOSTON PLACE		
201 WASHINGTON ST., STE 3900		
(Street)		
BOSTON	MA	02108
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<u>SV Life Sciences Fund V Strategic Partners, L.P.</u>		
(Last)	(First)	(Middle)
ONE BOSTON PLACE		
201 WASHINGTON ST., STE 3900		
(Street)		
BOSTON	MA	02108
(City) (State) (Zip)		

Explanation of Responses:

- Each share of the issuer's Series A Preferred Stock automatically converted into 0.0433 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.
- International Life Sciences Fund III (GP), LP. ("Fund III GP") is the general partner of each of: (i) International Life Sciences Fund III (LP1), L.P. ("ILSF LP1"), (ii) International Life Sciences Fund III Co-Investment, L.P. ("ILSF Co-Invest") and (iii) International Life Sciences Fund III Strategic Partners, L.P. ("ILSF Strategic" and collectively, the "Fund III Entities"). ILSF III, LLC (the "ILSF General Partner") is the general partner of Fund III GP and, through an investment committee comprised of James Garvey, Kate Bingham, Eugene D. Hill, III and Michael J. Ross controls voting and investment decisions over the Issuer's shares held by the Fund III Entities by majority vote. Each of Fund III GP, ILSF General Partner, and each member of the investment committee of ILSF General Partner disclaims beneficial ownership over the Shares held by the Fund III Entities except to the extent of any pecuniary interest therein.
- 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 IPO pursuant to the Registration Statement, and had no expiration date.
- 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.

5. These shares are owned directly by SV Life Sciences Fund V, L.P. ("SVLS V LP"). SV Life Sciences Fund V (GP), LP ("SVLS V GP") is the general partner of SVLS V LP. The general partner of SVLS V GP is SVLSF V, LLC. Kate Bingham, James Garvey, Eugene D. Hill, III and Michael J. Ross are members of the investment committee of SVLSF V, LLC. SVLS V GP, SVLSF V, LLC and each of the individuals comprising the SVLSF V, LLC investment committee may be deemed to share voting, dispositive and investment power over the shares held of record by SVLS V LP. Each of SVLS V GP, SVLSF V, LLC and the individual members of the SVLSF V, LLC investment committee disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that any one of them is the beneficial owner of such securities for purposes of Section 16 or any other purpose, except to the extent of their pecuniary interest therein.
6. 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.
7. 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.
8. These shares are owned directly by SV Life Sciences Fund V Strategic Partners, L.P. ("SVLS V SPP"). SVLS V GP is the general partner of SVLS V SPP. The general partner of SVLS V GP is SVLSF V, LLC. Kate Bingham, James Garvey, Eugene D. Hill, III and Michael J. Ross are members of the investment committee of SVLSF V, LLC. SVLS V GP, SVLSF V, LLC and each of the individuals comprising the SVLSF V, LLC investment committee may be deemed to share voting, dispositive and investment power over the shares held of record by SVLS V SPP. Each of SVLS V GP, SVLSF V, LLC and the individual members of the SVLSF V, LLC investment committee disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that any one of them is the beneficial owner of such securities for purposes of Section 16 or any other purpose, except to the extent of their pecuniary interest therein.
9. 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.
10. 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.

Remarks:

/s/ Brent Faduski as
authorized officer of SVLSF V, 10/01/2018
LLC

/s/ Brent Faduski as
authorized officer of ILSF III, 10/01/2018
LLC

/s/ Brent Faduski as
authorized officer of ILSF III,
LLC, the GP of International 10/01/2018
Life Sciences Fund III (GP),
L.P.

/s/ Brent Faduski as
authorized officer of ILSF III,
LLC, the GP of International 10/01/2018
Life Sciences Fund III (GP),
L.P., the GP of International
Life Sciences Fund III
Strategic Partners, L.P.

/s/ Brent Faduski as
authorized officer of ILSF III,
LLC, the GP of International 10/01/2018
Life Sciences Fund III (GP),
L.P., the GP of International
Life Sciences Fund III Co-
Investment, L.P.

/s/ Brent Faduski as
authorized officer of ILSF III,
LLC, the GP of International 10/01/2018
Life Sciences Fund III (GP),
L.P., the GP of International
Life Sciences Fund III (LP1),
L.P.

/s/ Brent Faduski as
authorized officer of SVLSF V, 10/01/2018
LLC, the GP of SV Life
Sciences Fund V (GP), L.P.

/s/ Brent Faduski as
authorized officer of SVLSF V,
LLC, the GP of I SV Life 10/01/2018
Sciences Fund V (GP), L.P.,
L.P., the GP of SV Life
Sciences Fund V, L.P.

/s/ Brent Faduski as
authorized officer of SVLSF V,
LLC, the GP of SV Life 10/01/2018
Sciences Fund V (GP), L.P, the
GP of SV Life Sciences Fund
V Strategic Partners, L.P.

** 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.

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.