

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>Skyline Venture Partners V LP</u> <hr/> (Last) (First) (Middle) 525 UNIVERSITY AVENUE, SUITE 1350 <hr/> (Street) PALO ALTO CA 94301 <hr/> (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 C Preferred Stock	(1)	(1)	Common Stock	25,015,635	(1)	I	See Footnote <sup>(2)</sup>
Series D Preferred Stock	(3)	(3)	Common Stock	12,846,023	(3)	I	See Footnote <sup>(2)</sup>
Series E Preferred Stock	(4)	(4)	Common Stock	18,698,578	(4)	I	See Footnote <sup>(2)</sup>

1. Name and Address of Reporting Person* <u>Skyline Venture Partners V LP</u> <hr/> (Last) (First) (Middle) 525 UNIVERSITY AVENUE, SUITE 1350 <hr/> (Street) PALO ALTO CA 94301 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>Skyline Venture Management V, LLC</u> <hr/> (Last) (First) (Middle) 525 UNIVERSITY AVENUE, SUITE 1350 <hr/> (Street) PALO ALTO CA 94301 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person \*

KANEKO YASUNORI

(Last) (First) (Middle)

525 UNIVERSITY AVENUE, SUITE 1350

(Street)

PALO ALTO CA 94301

(City) (State) (Zip)

**Explanation of Responses:**

1. 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 initial public offering ("IPO") and has no expiration date.
2. These securities are held of record by Skyline Venture Partners V, L.P. ("Skyline L.P."). Skyline Venture Management V, LLC ("Skyline Management") is the general partner of Skyline L.P. John G. Freund and Yasunori Kaneko, are the managing directors of Skyline Management, and each may be deemed to share voting and investment power over the securities held by Skyline L.P. Each reporting person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein. John G. Freund is a director of the Issuer and, accordingly, files separate Section 16 reports.
3. 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.
4. 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.

Skyline Venture Partners V,  
L.P. By: Skyline Venture  
Management V, LLC Its:  
General Partner /s/ Kerensa  
Kenny, Attorney-in-Fact 09/26/2018  
Kerensa Kenny, Attorney-in-  
Fact  
Skyline Venture Management  
V, LLC /s/ Kerensa Kenny,  
Attorney-in-Fact Kerensa  
Kenny, Attorney-in-Fact 09/26/2018  
Yasunori Kaneko /s/ Kerensa  
Kenny, Attorney-in-Fact 09/26/2018  
Kerensa Kenny, Attorney-in-  
Fact

\*\* 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.**