

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Estimated average burden hours per response... 0.5

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 *	2. Date of Event Requiring Statement (MM/DD/YYYY)	3. Issuer Name and Ticker or Trading Symbol
<b>CELGENE CORP /DE/</b>	<b>9/26/2018</b>	<b>SUTRO BIOPHARMA INC [STRO]</b>
(Last) (First) (Middle) <b>86 MORRIS AVENUE</b>	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
(Street) <b>SUMMIT, NJ 07901</b>	<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below)                      Other (specify below)	
(City) (State) (Zip)	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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)

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: 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			
<b>Series C-2 Redeemable Convertible Preferred Stock</b>	<a href="#">(1)</a>	<a href="#">(1)</a>	<b>Common Stock</b>	<b>337725</b>	<a href="#">(1)</a>	<b>D</b>	
<b>Series D Redeemable Convertible Preferred Stock</b>	<a href="#">(2)</a>	<a href="#">(2)</a>	<b>Common Stock</b>	<b>115227</b>	<a href="#">(2)</a>	<b>D</b>	
<b>Series D-2 Redeemable Convertible Preferred Stock</b>	<a href="#">(3)</a>	<a href="#">(3)</a>	<b>Common Stock</b>	<b>758278</b>	<a href="#">(3)</a>	<b>D</b>	
<b>Series E Redeemable Convertible Preferred Stock</b>	<a href="#">(4)</a>	<a href="#">(4)</a>	<b>Common Stock</b>	<b>514967</b>	<a href="#">(4)</a>	<b>D</b>	

**Explanation of Responses:**

- (1) 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.
- (2) 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.