

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Dubensky Thomas W.</u> (Last) (First) (Middle) <u>C/O ADURO BIOTECH, INC.</u> <u>626 BANCROFT WAY, 3C</u> (Street) <u>BERKELEY CA 94710</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ADURO BIOTECH, INC. [ADRO]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>12/01/2015</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Scientific Officer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	12/01/2015		M		22,264	A	\$1.45	22,264	D	
Common Stock	12/01/2015		M		3,649	A	\$0.45	25,913	D	
Common Stock	12/01/2015		M		4,087	A	\$7.45	30,000	D	
Common Stock	12/01/2015		S ⁽¹⁾		20,374	D	\$29.14 ⁽²⁾	9,626	D	
Common Stock	12/01/2015		S ⁽¹⁾		1,890	D	\$29.81 ⁽³⁾	7,736	D	
Common Stock	12/01/2015		S ⁽¹⁾		3,249	D	\$29.43 ⁽⁴⁾	4,487	D	
Common Stock	12/01/2015		S ⁽¹⁾		400	D	\$30.06 ⁽⁵⁾	4,087	D	
Common Stock	12/01/2015		S ⁽¹⁾		3,987	D	\$29.45 ⁽⁶⁾	100	D	
Common Stock	12/01/2015		S ⁽¹⁾		100	D	\$30.06	0	D	

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				
Stock Option (Right to Buy)	\$1.45	12/01/2015		M			22,264	(7)	01/09/2025	Common Stock	22,264	\$0.00	280,447	D	
Stock Option (Right to Buy)	\$0.45	12/01/2015		M			3,649	(8)	03/18/2020	Common Stock	3,649	\$0.00	0	D	
Stock Option (Right to Buy)	\$7.45	12/01/2015		M			4,087	(9)	03/09/2025	Common Stock	4,087	\$0.00	147,832	D	

Explanation of Responses:

1. The sales reported in this Form 4 were affected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 28, 2015.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.66 to \$29.645, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.65 to \$30.10, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.02 to \$30.01, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.02 to \$30.16, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.02 to \$30.02, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
7. The shares subject to the Option vest in 48 equal monthly installments from the vesting commencement date of January 10, 2015.

- 8. The shares subject to the Option are fully vested and immediately exercisable.
- 9. The shares subject to the Option vest in 48 equal monthly installments from the vesting commencement date of March 6, 2015.

Remarks:

/s/ Jennifer Lew, Attorney-in-Fact 12/02/2015

** 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.