

☐ 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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Morningside Venture (VI) Investments Ltd</u>  (Last) (First) (Middle) <u>C/O THC MANAGEMENT SERVICES S.A.M.</u> <u>2ND FLOOR, LE PRINCE DE GALLES</u>  (Street) <u>3-5 AVENUE</u> <u>DES</u> <u>O9</u> <u>MC 98000</u> <u>CITRONNIERS</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ADURO BIOTECH, INC.</u> [ <u>ADRO</u> ]	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) <u>04/20/2015</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

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	04/20/2015		C		7,564,631	A	(1)	7,564,631	D	
Common Stock	04/20/2015		C		9,039,857	A	(1)	16,604,488	D	
Common Stock	04/20/2015		C		1,997,854	A	(1)	18,602,342	D	
Common Stock	04/20/2015		P		441,176	A	\$17	19,043,518	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				
Series B Preferred Stock	(1)	04/20/2015		C			7,564,631	(1)	(1)	Common Stock	7,564,631	\$0.00	0	D	
Series C Preferred Stock	(1)	04/20/2015		C			9,039,857	(1)	(1)	Common Stock	9,039,857	\$0.00	0	D	
Series D Preferred Stock	(1)	04/20/2015		C			1,997,854	(1)	(1)	Common Stock	1,997,854	\$0.00	0	D	
Series B Preferred Stock Warrant (right to buy)	\$1.1937	04/20/2015		D <sup>(2)</sup>			61,410	04/15/2011	04/15/2016	Series B Preferred Stock	44,215	\$0.00	0	D	
Common Stock Warrant (right to buy)	\$1.66	04/20/2015		A <sup>(2)</sup>			44,215	04/15/2011	04/15/2016	Common Stock	44,215	\$0.00	44,215	D	

Explanation of Responses:

1. Each share of Series B Preferred Stock, Series C Preferred Stock, and Series D Preferred Stock automatically converted into 0.72 of a share of common stock immediately prior to the closing of the Issuer's initial public offering, and has no expiration date.

2. Pursuant to the terms of the Series B Preferred Stock Warrant (the "Old Warrant"), effective upon conversion of all outstanding shares of Series B Preferred Stock of the Issuer, the Old Warrant converts into a Warrant to purchase shares of Common Stock of the Issuer (the "New Warrant"). The two transactions reported in Table II above show the cancellation of the Old Warrant and acquisition of the New Warrant in connection with the automatic conversion of the Series B Preferred Stock into 0.72 of a share of common stock immediately prior to the closing of the Issuer's initial public offering.

Remarks:

/s/ Jennifer Lew, Attorney-in-Fact 04/22/2015

\*\* 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.