

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL

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1. Name and Address of Reporting Person *
Dubensky Thomas W.

(Last) (First) (Middle)

C/O ADURO BIOTECH, INC.
740 HEINZ AVENUE

(Street)

BERKELEY CA 94710

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ADURO BIOTECH, INC. [ADRO]

3. Date of Earliest Transaction (Month/Day/Year)

11/10/2016

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

Director 10% Owner

☒ Officer (give title below) Other (specify below)

Chief Scientific Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

☒ 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	11/10/2016		M		21,062	A	\$1.45	60,962	D	
Common Stock	11/10/2016		M		3,938	A	\$0.52	64,900	D	
Common Stock	11/10/2016		s ⁽¹⁾		25,000	D	\$14.7763 ⁽²⁾	39,900	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				
Employee Stock Option (right to buy)	\$1.45	11/10/2016		M			21,062	(3)	01/09/2025	Common Stock	21,062	\$0.00	194,083	D	
Employee Stock Option (right to buy)	\$0.52	11/10/2016		M			3,938	(4)	10/23/2021	Common Stock	3,938	\$0.00	72,684	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 June 2, 2016.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.20 to \$15.00, 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 shares subject to the Option vest in 48 equal monthly installments from the vesting commencement date of January 10, 2015.
4. The shares subject to the Option were fully vested as of December 31, 2015.

Remarks:

/s/ Jennifer Lew, Attorney-in-Fact 11/14/2016

** 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.