

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

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| OMB APPROVAL | |
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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 DES CITRONNIERS</u> (City) (State) (Zip) <u>09 MC 98000</u> | 2. Date of Event Requiring Statement (Month/Day/Year) <u>04/14/2015</u> | 3. Issuer Name and Ticker or Trading Symbol <u>ADURO BIOTECH, INC. [ADRO]</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 checked="" type="checkbox"/> Form filed by One Reporting Person 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 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 B Preferred Stock | (1) | (1) | Common Stock | 7,564,631 | (1) | D | |
| Series C Preferred Stock | (1) | (1) | Common Stock | 9,039,857 | (1) | D | |
| Series D Preferred Stock | (1) | (1) | Common Stock | 1,997,854 | (1) | D | |
| Series B Preferred Stock Warrant (right to buy) | 04/15/2011 | 04/15/2016 | Series B Preferred Stock ⁽¹⁾ | 61,410 | 1.1937 | D | |
| Common Stock Warrant (right to buy) | 06/20/2011 | 04/15/2021 | Common Stock | 241,260 | 0.0001 | D | |
| Common Stock Warrant (right to buy) | 10/31/2011 | 04/15/2021 | Common Stock | 150,787 | 0.0001 | D | |
| Common Stock Warrant (right to buy) | 04/15/2011 | 04/15/2021 | Common Stock | 60,315 | 0.0001 | D | |
| Common Stock Warrant (right to buy) | 12/31/2013 | 12/31/2023 | Common Stock | 33,179 | 0.01 | D | |
| Common Stock Warrant (right to buy) | 08/12/2013 | 08/12/2023 | Common Stock | 232,258 | 0.01 | D | |

Explanation of Responses:

1. Each share of Series B Preferred Stock, Series C Preferred Stock, and Series D Preferred Stock will be 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.

Remarks:

/s/ Jennifer Lew, Attorney-in-Fact 04/14/2015
** 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 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.

LIMITED POWER OF ATTORNEY FOR
SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby constitutes and appoints each of (i) Gregory W. Schafer, (ii) Jennifer Lew and (iii) Michael E. Tenta, or either of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney in fact to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director or holder of 10% or more of a class of securities of Aduro Biotech, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney in fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney in fact may approve in such attorney in fact's discretion.

The undersigned hereby grants to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys in fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorney-in-fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact shall no longer be employed by the Company or Cooley LLP.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 11th day of March, 2015.

For and on behalf of
Morningside Venture (VI) Investments Limited

By:/s/ Louise Mary Garbarino
Name:Louise Mary Garbarino
Title: Director