

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Rogers John E. and Lois A.</u>  (Last) (First) (Middle) <u>C/O ADURO BIOTECH, INC.</u> <u>626 BANCROFT WAY, 3C</u>  (Street) <u>BERKELEY</u> <u>CA</u> <u>94710</u>  (City) (State) (Zip)	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>ADURO BIOTECH, INC.</u> [ <u>ADRO</u> ]  3. Date of Earliest Transaction (Month/Day/Year) <u>04/20/2015</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	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)  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	04/20/2015		C		18,949	A	(1)	18,949	I	By Lisa M. Rogers <sup>(2)</sup>
Common Stock	04/20/2015		C		7,200	A	(1)	26,149	I	By Lisa M. Rogers <sup>(2)</sup>
Common Stock	04/20/2015		C		18,949	A	(1)	18,949	I	By Michael J. Rogers <sup>(3)</sup>
Common Stock	04/20/2015		C		7,200	A	(1)	26,149	I	By Michael J. Rogers <sup>(3)</sup>
Common Stock	04/20/2015		C		18,949	A	(1)	18,949	I	By Molly Rogers <sup>(4)</sup>
Common Stock	04/20/2015		C		7,200	A	(1)	26,149	I	By Molly Rogers <sup>(4)</sup>
Common Stock	04/20/2015		P		10,000	A	\$17	36,149	I	By Molly Rogers <sup>(4)</sup>
Common Stock	04/20/2015		C		18,949	A	(1)	18,949	I	By Peter Rogers <sup>(5)</sup>
Common Stock	04/20/2015		C		7,200	A	(1)	26,149	I	By Peter Rogers <sup>(5)</sup>
Common Stock	04/20/2015		P		7,500	A	\$17	33,649	I	By Peter Rogers <sup>(5)</sup>
Common Stock	04/20/2015		C		18,949	A	(1)	18,949	I	By Sara Rogers <sup>(6)</sup>
Common Stock	04/20/2015		C		7,200	A	(1)	26,149	I	By Sara Rogers <sup>(6)</sup>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned															
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 C Preferred Stock	(1)	04/20/2015		C			18,949	(1)	(1)	Common Stock	18,949	\$0.00	0	I	By Lisa M. Rogers <sup>(2)</sup>
Series D Preferred Stock	(1)	04/20/2015		C			7,200	(1)	(1)	Common Stock	7,200	\$0.00	0	I	By Lisa M. Rogers <sup>(2)</sup>
Series C Preferred Stock	(1)	04/20/2015		C			18,949	(1)	(1)	Common Stock	18,949	\$0.00	0	I	By Michael J. Rogers <sup>(3)</sup>
Series D Preferred Stock	(1)	04/20/2015		C			7,200	(1)	(1)	Common Stock	7,200	\$0.00	0	I	By Michael J. Rogers <sup>(3)</sup>
Series C Preferred Stock	(1)	04/20/2015		C			18,949	(1)	(1)	Common Stock	18,949	\$0.00	0	I	By Molly Rogers <sup>(4)</sup>
Series D Preferred Stock	(1)	04/20/2015		C			7,200	(1)	(1)	Common Stock	7,200	\$0.00	0	I	By Molly Rogers <sup>(4)</sup>
Series C Preferred Stock	(1)	04/20/2015		C			18,949	(1)	(1)	Common Stock	18,949	\$0.00	0	I	By Peter Rogers <sup>(5)</sup>
Series D Preferred Stock	(1)	04/20/2015		C			7,200	(1)	(1)	Common Stock	7,200	\$0.00	0	I	By Peter Rogers <sup>(5)</sup>
Series C Preferred Stock	(1)	04/20/2015		C			18,949	(1)	(1)	Common Stock	18,949	\$0.00	0	I	By Sara Rogers <sup>(6)</sup>
Series D Preferred Stock	(1)	04/20/2015		C			7,200	(1)	(1)	Common Stock	7,200	\$0.00	0	I	By Sara Rogers <sup>(6)</sup>

Explanation of Responses:

1. Each share of 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. The securities are held by Lisa M. Rogers, over which John E. Rogers exercises voting control.
3. The securities are held by Michael J. Rogers, over which John E. Rogers exercises voting control.
4. The securities are held by Molly Rogers, over which John E. Rogers exercises voting control.
5. The securities are held by Peter Rogers, over which John E. Rogers exercises voting control.
6. The securities are held by Sara Rogers, over which John E. Rogers exercises voting control.

Remarks:

This is the second of two Forms 4 filed by the reporting person on the same date, April 22, 2015.

/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.

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