

☐ 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
Estimated average burden hours per response:	0.5

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>] 3. Date of Earliest Transaction (Month/Day/Year) <u>02/18/2016</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <u>X</u> 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <u>X</u> 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	02/18/2016		X		44,215	A	\$1.66	19,087,733	D	
Common Stock	02/18/2016		X		241,260	A	\$0.0001	19,328,993	D	
Common Stock	02/18/2016		X		150,787	A	\$0.0001	19,479,780	D	
Common Stock	02/18/2016		X		60,315	A	\$0.0001	19,540,095	D	
Common Stock	02/18/2016		X		33,179	A	\$0.01	19,573,274	D	
Common Stock	02/18/2016		X		232,258	A	\$0.01	19,805,532	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				
Common Stock Warrant (right to buy)	\$1.66	02/18/2016		X			44,215	04/15/2011	04/15/2016	Common Stock	44,215	\$0.00	0	D	
Common Stock Warrant (right to buy)	\$0.0001	02/18/2016		X			241,260	06/20/2011	04/15/2021	Common Stock	241,260	\$0.00	0	D	
Common Stock Warrant (right to buy)	\$0.0001	02/18/2016		X			150,787	10/31/2011	04/15/2021	Common Stock	150,787	\$0.00	0	D	
Common Stock Warrant (right to buy)	\$0.0001	02/18/2016		X			60,315	04/15/2011	04/15/2021	Common Stock	60,315	\$0.00	0	D	
Common Stock Warrant (right to buy)	\$0.01	02/18/2016		X			33,179	12/31/2013	12/31/2023	Common Stock	33,179	\$0.00	0	D	
Common Stock Warrant (right to buy)	\$0.01	02/18/2016		X			232,258	08/12/2013	08/12/2023	Common Stock	232,258	\$0.00	0	D	

Explanation of Responses:

Remarks:

/s/ Jennifer Lew, Attorney-in- 02/22/2016
Fact

** 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.