

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 and 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) <input type="checkbox"/> Other (specify below)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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		14,400	A	(1)	28,308	D	
Common Stock	04/20/2015		C		543,988	A	(1)	572,296	D	
Common Stock	04/20/2015		C		2,193,460	A	(1)	2,765,756	D	
Common Stock	04/20/2015		C		2,847,774	A	(1)	5,613,530	D	
Common Stock	04/20/2015		C		231,171	A	(1)	5,844,701	D	
Common Stock	04/20/2015		P		147,058	A	\$17	5,991,759	D	
Common Stock	04/20/2015		C		37,898	A	(1)	37,898	I	By Buchholz Rogers Family Living Trust 2012 ⁽²⁾
Common Stock	04/20/2015		C		14,400	A	(1)	52,298	I	By Buchholz Rogers Family Living Trust 2012 ⁽²⁾
Common Stock	04/20/2015		C		18,949	A	(1)	18,949	I	By Christopher Hagerman ⁽³⁾
Common Stock	04/20/2015		C		7,200	A	(1)	26,149	I	By Christopher Hagerman ⁽³⁾
Common Stock	04/20/2015		C		37,898	A	(1)	37,898	I	By Phan Rogers Trust ⁽⁴⁾
Common Stock	04/20/2015		C		14,400	A	(1)	52,298	I	By Phan Rogers Trust ⁽⁴⁾
Common Stock	04/20/2015		C		18,949	A	(1)	18,949	I	By Joseph Rogers ⁽⁵⁾
Common Stock	04/20/2015		C		7,200	A	(1)	26,149	I	By Joseph Rogers ⁽⁵⁾

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	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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			Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										Transaction(s) (Instr. 4)		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security (1)	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)	
Series A Preferred Stock		04/20/2015		C		14,400	(1)	(1)	Common Stock	14,400	\$0.00	0	D		
Series A-1 Preferred Stock	(1)	04/20/2015		C	V	543,988	(1)	(1)	Common Stock	\$543,988	\$0.00	0	D		
Series B Preferred Stock	(1)	04/20/2015		C		2,193,460	(1)	(1)	Common Stock	2,193,460	\$0.00	0	D		
Series C Preferred Stock	(1)	04/20/2015		C		2,847,774	(1)	(1)	Common Stock	2,847,774	\$0.00	0	D		
Series D Preferred Stock	(1)	04/20/2015		C		231,171	(1)	(1)	Common Stock	231,171	\$0.00	0	D		
Series B Preferred Stock Warrant (right to buy) ⁽⁶⁾	\$1.1937	04/20/2015		D ⁽⁶⁾		11,815	04/15/2011	04/15/2016	Series B Preferred Stock	8,506	\$0.00	0	D		
Common Stock Warrant (right to buy) ⁽⁶⁾	\$1.66	04/20/2015		A ⁽⁶⁾		8,506	04/15/2011	04/15/2016	Common Stock	8,506	\$0.00	8,506	D		
Series C Preferred Stock	(1)	04/20/2015		C		37,898	(1)	(1)	Common Stock	37,898	\$0.00	0	I	By Buchholz Rogers Family Living Trust 2012 ⁽²⁾	
Series D Preferred Stock	(1)	04/20/2015		C		14,400	(1)	(1)	Common Stock	14,400	\$0.00	0	I	By Buchholz Rogers Family Living Trust 2012 ⁽²⁾	
Series C Preferred Stock	(1)	04/20/2015		C		18,949	(1)	(1)	Common Stock	18,949	\$0.00	0	I	By Christopher Hagerman ⁽³⁾	
Series D Preferred Stock	(1)	04/20/2015		C		7,200	(1)	(1)	Common Stock	7,200	\$0.00	0	I	By Christopher Hagerman ⁽³⁾	
Series C Preferred Stock	(1)	04/20/2015		C		37,898	(1)	(1)	Common Stock	37,898	\$0.00	0	I	By Phan Rogers Trust ⁽⁴⁾	
Series D Preferred Stock	(1)	04/20/2015		C		14,400	(1)	(1)	Common Stock	14,400	\$0.00	0	I	By Phan Rogers Trust ⁽⁴⁾	
Series C Preferred Stock	(1)	04/20/2015		C		18,949	(1)	(1)	Common Stock	18,949	\$0.00	0	I	By Joseph Rogers ⁽⁵⁾	
Series D Preferred Stock	(1)	04/20/2015		C		7,200	(1)	(1)	Common Stock	7,200	\$0.00	0	I	By Joseph Rogers ⁽⁵⁾	

Explanation of Responses:

- Each share of Series A Preferred Stock, Series A-1 Preferred Stock, 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.
- The securities are held by Buchholz Rogers Family Living Trust 2012, over which John E. Rogers exercises voting control.
- The securities are held by Christopher Hagerman, over which John E. Rogers exercises voting control.
- The securities are held by Phan Rogers Trust, over which John E. Rogers exercises voting control.
- The securities are held by Joseph Rogers, over which John E. Rogers exercises voting control.
- 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:

This is the first 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.

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.