

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549  
 FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

1. Issuer's Identity

<b>CIK (Filer ID Number)</b> <a href="#">0001435049</a>	<b>Previous Names</b> None	<b>Entity Type</b> X Corporation
<b>Name of Issuer</b> ADURO BIOTECH, INC.	ADURO BIOTECH NanoTx Corp. Oncologic Inc.	Limited Partnership Limited Liability Company General Partnership Business Trust Other (Specify)
<b>Jurisdiction of Incorporation/Organization</b> DELAWARE		
<b>Year of Incorporation/Organization</b> Over Five Years Ago X Within Last Five Years (Specify Year) 2011 Yet to Be Formed		

2. Principal Place of Business and Contact Information

<b>Name of Issuer</b> ADURO BIOTECH, INC.			
<b>Street Address 1</b> 626 BANCROFT WAY		<b>Street Address 2</b> SUITE 3-C	
<b>City</b> BERKELEY	<b>State/Province/Country</b> CALIFORNIA	<b>ZIP/PostalCode</b> 94710	<b>Phone Number of Issuer</b> 510-848-4400

3. Related Persons

<b>Last Name</b> Isaacs	<b>First Name</b> Stephen	<b>Middle Name</b> T.
<b>Street Address 1</b> 626 Bancroft Way	<b>Street Address 2</b> Suite 3-C	
<b>City</b> Berkeley	<b>State/Province/Country</b> CALIFORNIA	<b>ZIP/PostalCode</b> 94710
<b>Relationship:</b> X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

<b>Last Name</b> Model	<b>First Name</b> S.	<b>Middle Name</b> David
<b>Street Address 1</b> 200 Turnpike Road	<b>Street Address 2</b>	
<b>City</b> Chelmsford	<b>State/Province/Country</b> MASSACHUSETTS	<b>ZIP/PostalCode</b> 01824
<b>Relationship:</b> X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Haghighat	Ross	
Street Address 1	Street Address 2	
200 Turnpike Road		
City	State/Province/Country	ZIP/PostalCode
Chelmsford	MASSACHUSETTS	01824
<b>Relationship:</b> Executive Officer <input type="checkbox"/> Director <input checked="" type="checkbox"/> Promoter <input type="checkbox"/>		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Greenman	William	
Street Address 1	Street Address 2	
626 Bancroft Way	Suite 3-C	
City	State/Province/Country	ZIP/PostalCode
Berkeley	CALIFORNIA	94710
<b>Relationship:</b> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter <input checked="" type="checkbox"/>		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
O'Brien	Stephanie	
Street Address 1	Street Address 2	
626 Bancroft Way	Suite 3-C	
City	State/Province/Country	ZIP/PostalCode
Berkeley	CALIFORNIA	94710
<b>Relationship:</b> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter <input checked="" type="checkbox"/>		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
McCormick	Frank	
Street Address 1	Street Address 2	
626 Bancroft Way	Suite 3-C	
City	State/Province/Country	ZIP/PostalCode
Berkeley	CALIFORNIA	94710
<b>Relationship:</b> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter <input checked="" type="checkbox"/>		

Clarification of Response (if Necessary):

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#### 4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	<input checked="" type="checkbox"/> Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance	Hospitals & Physicians	Computers
Investing	Pharmaceuticals	Telecommunications
Investment Banking	Other Health Care	Other Technology
Pooled Investment Fund	Manufacturing	Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940?	Real Estate	Airlines & Airports
Yes	Commercial	Lodging & Conventions
No	Construction	Tourism & Travel Services
Other Banking & Financial Services	REITS & Finance	Other Travel

Business Services

Residential

Other

Energy

Other Real Estate

Coal Mining

Electric Utilities

Energy Conservation

Environmental Services

Oil & Gas

Other Energy

5. Issuer Size

**Revenue Range**

**OR**

**Aggregate Net Asset Value Range**

No Revenues

No Aggregate Net Asset Value

\$1 - \$1,000,000

\$1 - \$5,000,000

\$1,000,001 - \$5,000,000

\$5,000,001 - \$25,000,000

\$5,000,001 -

\$25,000,000

\$25,000,001 - \$50,000,000

\$25,000,001 -

\$100,000,000

\$50,000,001 - \$100,000,000

Over \$100,000,000

Over \$100,000,000

X Decline to Disclose

Decline to Disclose

Not Applicable

Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))

Rule 505

Rule 504 (b)(1)(i)

X Rule 506

Rule 504 (b)(1)(ii)

Securities Act Section 4(5)

Rule 504 (b)(1)(iii)

Investment Company Act Section 3(c)

Section 3(c)(1)

Section 3(c)(9)

Section 3(c)(2)

Section 3(c)(10)

Section 3(c)(3)

Section 3(c)(11)

Section 3(c)(4)

Section 3(c)(12)

Section 3(c)(5)

Section 3(c)(13)

Section 3(c)(6)

Section 3(c)(14)

Section 3(c)(7)

7. Type of Filing

New Notice Date of First Sale 2011-04-15 First Sale Yet to Occur

X Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? X Yes No

9. Type(s) of Securities Offered (select all that apply)

X Equity

Pooled Investment Fund Interests

Debt

Tenant-in-Common Securities

X Option, Warrant or Other Right to Acquire Another Security

Mineral Property Securities

Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security

Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes  No

Clarification of Response (if Necessary):

#### 11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

#### 12. Sales Compensation

Recipient Recipient CRD Number  None  
(Associated) Broker or Dealer  None (Associated) Broker or Dealer CRD Number  None

**Street Address 1**

**Street Address 2**

City State/Province/Country ZIP/Postal Code

State(s) of Solicitation (select all that apply)  
Check "All States" or check individual States  All States  Foreign/non-US

#### 13. Offering and Sales Amounts

Total Offering Amount \$25,729,450 USD or Indefinite

Total Amount Sold \$25,573,536 USD

Total Remaining to be Sold \$155,914 USD or Indefinite

Clarification of Response (if Necessary):

#### 14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

#### 15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD  Estimate

Finders' Fees \$0 USD  Estimate

Clarification of Response (if Necessary):

#### 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD  Estimate

Clarification of Response (if Necessary):

Proceeds will be used for general corporate purposes.

#### Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

#### Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

<b>Issuer</b>	<b>Signature</b>	<b>Name of Signer</b>	<b>Title</b>	<b>Date</b>
ADURO BIOTECH, INC.	/s/ David Model	David Model	CFO	2013-02-12

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.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.