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

FORM 8-K/A
Amendment No. 2

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 24, 2015

Aduro Biotech, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**001-37345**	**94-3348934**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

626 Bancroft Way, 3C **Berkeley, California**	**94710**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (510) 848-4400

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

EXPLANATORY NOTE

As previously reported in the Current Report on Form 8-K, initially filed with the Securities and Exchange Commission on September 24, 2015, and as amended November 4, 2015 (the "**Amended Report**"), Aduro Biotech, Inc. (the "**Company**") completed the acquisition (the "**Acquisition**") of all of the issued and outstanding shares of BioNovion Holding B.V., a private limited liability company organized under the laws of the Netherlands ("**BioNovion**"), on October 30, 2015. Subsequent to completing the Acquisition, the name of BioNovion was changed to Aduro Biotech Holdings, Europe B.V. This Form 8-K/A further amends and supplements the Amended Report to include the financial information required by Item 9.01(a) and Item 9.01(b) of Form 8-K.

Item 9.01 Financial Statements and Exhibits

(a) Financial statements of businesses acquired.

The audited consolidated financial statements of BioNovion as of and for the year ended December 31, 2014 and the notes related thereto are filed as Exhibit 99.1 and are incorporated herein by reference.

The unaudited condensed consolidated financial statements of BioNovion as of and for the nine months ended September 30, 2015 and September 30, 2014 and the notes related thereto are filed as Exhibit 99.2 and are incorporated herein by reference.

(b) Pro forma financial information.

The unaudited pro forma condensed combined financial information of the Company and BioNovion as of and for the nine months ended September 30, 2015 and the year ended December 31, 2014 and the notes related thereto are filed as Exhibit 99.3 and are incorporated herein by reference.

(d) Exhibits.

Exhibit	Description
23.1	Consent of Deloitte & Touche LLP relating to the financial statements of Aduro Biotech Holdings, Europe B.V. (formerly known as BioNovion Holding B.V.) ("**BioNovion**").
99.1	Audited consolidated financial statements of BioNovion as of and for the year ended December 31, 2014 and the notes related thereto.
99.2	Unaudited condensed consolidated financial statements of BioNovion as of and for the nine months ended September 30, 2015 and September 30, 2014 and the notes related thereto.
99.3	Unaudited pro forma condensed combined financial information of Aduro Biotech, Inc. and BioNovion as of and for the nine months ended September 30, 2015 and the year ended December 31, 2014 and the notes related thereto.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: January 13, 2016

ADURO BIOTECH, INC.

By: /s/ Jennifer Lew
Jennifer Lew
Senior Vice President of Finance

EXHIBIT INDEX

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99.3	Unaudited pro forma condensed combined financial information of Aduro Biotech, Inc. and BioNovion as of and for the nine months ended September 30, 2015 and the year ended December 31, 2014 and the notes related thereto.

Exhibit 23.1

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in Registration Statement No. 333-203508 on Form S-8 of Aduro Biotech, Inc. of our report dated January 13, 2016 relating to the consolidated financial statements of Aduro Biotech Holdings, Europe B.V. (formerly known as BioNovion Holding B.V.) (which report expresses an unqualified opinion and includes an explanatory paragraph relating to the October 30, 2015 acquisition of BioNovion Holding B.V. by Aduro Netherlands Coöperatief U.A., a subsidiary of Aduro Biotech, Inc.) appearing in this Form 8-K/A.

/s/ DELOITTE & TOUCHE LLP

San Francisco, California
January 13, 2016

BIONOVION HOLDING B.V.

CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2014

BIONOVION HOLDING B.V.

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

Year Ended December 31, 2014

Report of Independent Auditor

To the Board of Directors and Shareholders of Aduro Biotech, Inc.:

We have audited the accompanying financial statements of Aduro Biotech Holdings, Europe B.V. (formerly known as BioNovion Holding B.V.) (the "Company"), which comprise the consolidated balance sheet as of December 31, 2014, and the related consolidated statements of operations and comprehensive income, shareholders' equity, and of cash flows, for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Aduro Biotech Holdings, Europe B.V. (formerly known as BioNovion Holding B.V.) as of December 31, 2014, and the results of their operations and their cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 7 "Subsequent Events" to the consolidated financial statements, the Company was acquired by Aduro Netherlands Coöperatief U.A., a subsidiary of Aduro Biotech, Inc., on October 30, 2015.

/s/ Deloitte & Touche LLP

San Francisco, California
January 13, 2016

BIONOVION HOLDING B.V.

Consolidated Balance Sheet

December 31, 2014

(In thousands, except share and per share amounts)

Assets	
Current assets:	
Cash	$8,678
Accounts receivable	488
Prepaid expenses and other current assets	35
Total current assets	9,201
Property and equipment, net	628
Total assets	$9,829
Liabilities and Shareholders' Equity	
Current liabilities:	
Accounts payable	$ 438
Accrued liabilities	105
Deferred revenue	6,803
Total current liabilities	7,346
Deferred revenue	1,411
Total liabilities	8,757
Commitments and contingencies (Note 6)	
Shareholders' equity:	
Common stock: $1.38 par value; 48,648 shares issued and outstanding	67
Accumulated other comprehensive (loss)	(19)
Retained earnings	1,024
Total shareholders' equity	1,072
Total liabilities and shareholders' equity	$9,829

See accompanying notes.

BIONOVION HOLDING B.V.

Consolidated Statement of Operations and Comprehensive Income

Year ended December 31, 2014

(In thousands)

Collaboration revenue	$6,555
Operating expenses:	
Research and development	1,692
General and administrative	1,754
Total operating expenses	3,446
Income from operations	3,109
Interest income	20
Other income, net	284
Net income	3,413
Currency translation adjustment	(19)
Comprehensive income	$3,394

See accompanying notes.

BIONOVION HOLDING B.V.

Consolidated Statement of Shareholders' Equity

(In thousands, except share amounts)

	Common Stock		Additional Paid-In Capital	Accumulated other comprehensive income (loss)	Retained Earnings	Total Shareholders' Equity
	Shares	Amount				
Balance at December 31, 2013	48,648	$ 67	$ 3,004	$ —	$(2,389)	$ 682
Distribution of share premium	—	—	(3,004)	—	—	(3,004)
Net income	—	—	—	—	3,413	3,413
Other comprehensive (loss)	—	—	—	(19)	—	(19)
Balance at December 31, 2014	48,648	$ 67	$ —	$ (19)	$ 1,024	$ 1,072

See accompanying notes.

BIONOVION HOLDING B.V.

Consolidated Statement of Cash Flows

Year ended December 31, 2014

(In thousands)

Cash flows from operating activities	
Net income	$ 3,413
Adjustments to reconcile net income to net cash provided by operating activities:	
Depreciation and amortization	23
Changes in operating assets and liabilities:	
Accounts receivable	(534)
Prepaid expenses and other current assets	(23)
Accounts payable	(32)
Accrued liabilities	185
Deferred revenue	8,988
Net cash provided by operating activities	12,020
Cash flows from investing activities	
Purchase of property and equipment	(321)
Net cash used in investing activities	(321)
Cash flows from financing activities	
Distribution of share premium	(3,004)
Net cash used in financing activities	(3,004)
Effect of exchange rate changes on cash	(737)
Net increase in cash	7,958
Cash at beginning of period	720
Cash at end of period	$ 8,678
Supplemental disclosure of non-cash investing items:	
Purchase of property and equipment in accounts payable	$ 274

See accompanying notes.

1. Organization and Basis of Presentation

BioNovion Holding B.V. (the "Company" or "BioNovion") is a biopharmaceutical company based in the Netherlands that specializes in immune oncology antibody discovery. BioNovion's B-cell selection platform enables the full exploration of immunoglobulin diversity in "humanized" mice. Its antibody portfolio includes immune checkpoint inhibitors and novel antibody formats. To validate the therapeutic potential of its antibodies in immune oncology, BioNovion closely collaborates with certain cancer institutes, such as the Dutch Cancer Institute in Amsterdam, NKI-AVL in Amsterdam, and the Dana-Farber Cancer Institute in Boston, Massachusetts.

The functional currency of BioNovion is Euro. The historical balance sheet of BioNovion has been converted from Euro to the United States dollar ("USD") using the exchange rates of €1.00 to $1.21 based on the closing rate on December 31, 2014. The opening equity balances have been converted from Euro to USD using a historical exchange rate of €1.00 to $1.38 based on the closing rate on December 31, 2013 as the fiscal year ended December 31, 2014 is the first year the amounts have been presented in USD. The historical BioNovion statement of operations and comprehensive income has been converted from Euro to USD using a historical average exchange rate of €1.00 to $1.33 from January 1, 2014 to December 31, 2014.

2. Summary of Significant Accounting Policies

Basis of Consolidation

The accompanying consolidated financial statements are presented in accordance with United States generally accepted accounting principles ("U.S. GAAP"). The consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, BioNovion B.V. All intercompany accounts and transactions have been eliminated upon consolidation.

Use of Estimates

The accompanying consolidated financial statements have been prepared in accordance with U.S. GAAP. The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Management bases its estimates on historical experience and on various other market-specific and relevant assumptions that management believes to be reasonable under the circumstances. Actual results could differ from those estimates.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist of cash. The Company's cash is held as bank deposits by a financial institution in the Netherlands. Management believes that the financial institution is financially sound, and accordingly, minimal credit risk exists with respect to the financial institution.

Property and Equipment

Property and equipment are stated at cost, less accumulated depreciation and amortization. Depreciation and amortization is computed using the straight-line method over the estimated useful lives of the respective assets. Depreciation and amortization begins at the time the asset is placed in service. Maintenance and repairs are charged to operations as incurred. Upon sale or retirement of assets, the cost and related accumulated depreciation and amortization are removed from the balance sheet and the resulting gain or loss is reflected in operations.

The useful lives of the property and equipment are as follows:

Research and development equipment	5 years
Furniture and office equipment	5 years
Computer equipment	5 years
Software	5 years
Leasehold improvements	Shorter of remaining lease term or estimated useful life

Impairment of Long-Lived Assets

The Company evaluates its long-lived assets, including property and equipment, for impairment whenever events or changes in circumstances indicate that the carrying value of these assets may not be recoverable. Recoverability of these assets is measured by comparison of the carrying amount of each asset to the future undiscounted cash flows the asset is expected to generate over its remaining life. If the asset is considered to be impaired, the amount of any impairment is measured as the difference between the carrying value and the fair value of the impaired asset. The Company has not recorded impairment of any long-lived assets during the year ended December 31, 2014.

Fair Value Measurement

Fair value accounting is applied for all financial assets and liabilities that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). Cash and accounts receivable are financial assets with carrying values that approximate fair value. Accounts payable and accrued liabilities are financial liabilities with carrying values that approximate fair value.

Revenue Recognition

Collaboration revenue is generated through license and research agreements. The Company recognizes revenue when the following criteria have been met: persuasive evidence of an arrangement with the customer exists; price and terms of the arrangement are fixed or determinable; delivery of the product has occurred or the service has been performed in accordance with the terms of the arrangement; and collectability is reasonably assured.

For revenue agreements with multiple-element arrangements, such as license and development agreements, the Company analyzes the arrangements to determine whether the deliverables can be separated or whether they must be accounted for as a single unit of accounting. This determination is generally based on whether any deliverable has stand-alone value to the customer. This analysis also establishes a selling price hierarchy for determining how to allocate arrangement consideration to identified units of accounting. The selling price used for each unit of accounting is based on estimated selling price as neither vendor-specific nor third-party evidence is available. Revenue allocated is then recognized when the four basic revenue recognition criteria are met for each element.

The Company recognizes nonrefundable up-front license fees and guaranteed, time-based payments for contracts in which the Company has continued research and development involvement as revenue ratably over the development period, which approximates the expected efforts by the Company. The Company continually reviews such estimates based on progress toward product commercialization. If the deferral period estimate changes, the amount of revenue recognized during the period is adjusted to reflect the updated deferred balances as of the current period-end.

Milestone payments are recognized as revenue when the performance obligations, as defined in the contract, are achieved. Performance obligations typically consist of significant milestones in the development life cycle of the related technology, such as achievement of specific technological targets, successful results from field trials, filing for approval with regulatory agencies, approvals granted by regulatory agencies and commercial launch of a product utilizing the licensed technology.

Accrued Research and Development Costs

The Company accrues for estimated costs of research and development activities conducted by third-party service providers, which include contract manufacturing activities. The Company records the estimated costs of research and development activities based upon the estimated amount of services provided but not yet invoiced, and includes these costs in accrued liabilities in the balance sheet and within research and development expense in the statement of operations. As actual costs become known, the Company adjusts its accrued liabilities. The Company has not experienced any material differences between accrued costs and actual costs incurred.

Research and Development Costs

Research and development costs are expensed as incurred and consist of salaries and benefits, lab supplies and allocated facility costs, as well as fees paid to third parties that conduct certain research and development activities on the Company's behalf. Amounts incurred in connection with license agreements are also included in research and development expense.

Income Taxes

The Company uses the liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial reporting and the tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse.

The Company recognizes benefits of uncertain tax positions if it is more likely than not that such positions will be sustained upon examination based solely on their technical merits, as the largest amount of benefit that is more likely than not to be realized upon the ultimate settlement. The Company's policy is to recognize interest and penalties related to the underpayment of income taxes as a component of income tax expense or benefit. To date, there have been no interest or penalties charged in relation to the unrecognized tax benefits.

Comprehensive Income

Comprehensive income represents all changes in shareholders' equity except those resulting from distributions to shareholders. The difference between the Company's net income and its comprehensive income for the year ended December 31, 2014 was due to cumulative translation adjustment from translating balances from Euro to USD.

3. Property and Equipment, Net

Property and equipment, net consist of the following (in thousands):

	December 31, 2014
Research and development equipment	$ 419
Furniture and office equipment	59
Computer equipment	40
Software	21
Leasehold improvements	117
Total property and equipment	656
Less: accumulated depreciation and amortization	28
Property and equipment, net	$ 628

Property and equipment depreciation and amortization expense for the year ended December 31, 2014 was $23,000.

4. License Agreements

In March 2014, the Company entered into a license agreement with an undisclosed pharmaceutical company ("Pharma"). The agreement sets forth the parties' respective obligations for development, commercialization, regulatory and manufacturing and supply activities for antibody product candidates.

In exchange for the licenses and research and development services under the agreement, Pharma paid the Company an upfront cash payment of $15.0 million in April 2014. The Company is eligible to receive future contingent payments, including a $2.0 million research milestone, up to $312.0 million in potential development milestone payments for each of two product candidates, and up to $135.0 million in commercial and net sales milestones for each of two products. In addition, the Company is eligible to receive royalties in the mid-single digits to low teens based on net sales of the products.

The Company identified the following performance deliverables under the agreement: 1) the license, 2) the obligation to provide research activities and 3) the obligation to participate on a Joint Research Committe ("JRC").

The Company considered the provisions of the multiple-element arrangement guidance in determining how to recognize the total consideration of the agreement. The Company determined that none of the deliverables have standalone value; all of these obligations will be delivered throughout the estimated period of performance and therefore are accounted for as a single unit of accounting. The total upfront consideration under this agreement is being recognized as revenue on a straight-line basis over the two year period of performance. The Company recognized revenue of $5.9 million in 2014 related to this agreement and recorded deferred revenue of $8.2 million at December 31, 2014.

The Company determined that all of the future contingent payments meet the definition of a milestone. Accordingly, revenue for the achievement of these milestones will be recognized in the period when the milestone is achieved and collectability is reasonably assured. As of December 31, 2014, no amounts had been recognized as revenue for any of these milestones.

5. Income Taxes

Income tax expense for the year ended December 31, 2014 was nil. As of December 31, 2014, the Company had net operating loss carryforwards of approximately $0.3 million.

At December 31, 2014, the Company maintained a full valuation allowance on its net deferred tax assets. The valuation allowance was determined in accordance with the provisions of ASC 740, Accounting for Income Taxes, which requires an assessment of both positive and negative evidence when determining whether it is more likely than not that deferred tax assets are recoverable. Such assessment is required on a jurisdiction-by-jurisdiction basis. The Company's history of cumulative losses required that a full valuation allowance be recorded against the net deferred tax assets. The Company intends to maintain a full valuation allowance on its net deferred tax assets until sufficient positive evidence exists to support reversal of the valuation allowance.

6. Commitments and Contingencies

Facilities

In February 2012, the Company entered into a non-cancelable facility lease agreement for office facilities in Oss Life Sciences Park, Netherlands. The lease commenced on February 13th, 2012 and expires 3 years after the commencement date. The lease has a three-year renewal option prior to expiration that the Company elected not to exercise. The Company recognizes rent expense on a straight-line basis over the noncancelable term of the lease.

Future aggregate minimum lease payments under the noncancelable operating leases as of December 31, 2014 (in thousands):

	Amounts
2015	$ 11
Thereafter	—
Total	$ 11

Rent expense was $78,000 for the year ended December 31, 2014.

7. Subsequent Events

On February 19, 2015, BioNovion Holding B.V. entered into a contract with Genmab A/S to jointly develop certain antibody product candidates. The agreement sets out terms by which both parties will share equally all joint development costs as well as profits at commercialization for Collaboration products. Unilateral product costs will be borne by the developing party, and upfront, certain milestones and royalties will be paid by the non-developing party.

On October 30, 2015, the Company was acquired by Aduro Netherlands Coöperatief U.A., a subsidiary of Aduro Biotech Inc. (“Aduro”), for purchase consideration of approximately €14.5 million ($15.9 million) in cash and the issuance of 697,306 shares of Aduro common stock. The former shareholders of the Company (the “Sellers”) have the opportunity to receive additional contingent payments from Aduro as follows: (i) €6.0 million ($6.5 million) upon acceptance by the U.S. Food and Drug Administration of an investigational new drug application for a specified BioNovion antibody product candidate; and (ii) €20.0 million ($22.0 million) upon receipt by the Company of a $40.0 million milestone payment by the licensee under a pre-existing antibody discovery and license agreement, triggered by marketing authorization for the first indication in the United States for a specified BioNovion antibody product candidate.

The Company has reviewed and evaluated subsequent events that occurred through January 13, 2016, the date the financial statements were available to be issued, and determined that no additional subsequent events had occurred that would require recognition in these financial statements and all material subsequent events that require disclosure have been disclosed.

BIONOVION HOLDING B.V.

UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended September 30, 2015 and 2014

BIONOVION HOLDING B.V.

INDEX TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Periods Ended September 30, 2015 and 2014

BIONOVION HOLDING B.V.

Condensed Consolidated Balance Sheets

(In thousands, except share and per share amounts)

	September 30, 2015 (unaudited)	December 31, 2014
Assets		
Current assets:		
Cash	$ 4,698	$ 8,678
Accounts receivable	581	488
Prepaid expenses and other current assets	27	35
Total current assets	5,306	9,201
Property and equipment, net	847	628
Total assets	$ 6,153	$ 9,829
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable	$ 265	$ 438
Accrued liabilities	95	105
Deferred revenue	2,869	6,803
Total current liabilities	3,229	7,346
Deferred revenue	—	1,411
Total liabilities	3,229	8,757
Shareholders' Equity		
Common stock: $1.38 par value; 48,648 shares issued and outstanding	67	67
Accumulated other comprehensive (loss)	(85)	(19)
Retained earnings	2,942	1,024
Total shareholders' equity	2,924	1,072
Total liabilities and shareholders' equity	$ 6,153	$ 9,829

See accompanying notes.

BIONOVION HOLDING B.V.

Condensed Consolidated Statements of Operations and Comprehensive Income

(In thousands)

	Nine Months Ended September 30,	
	2015	2014
	(unaudited)	
Collaboration revenue	$ 6,065	$ 4,385
Operating expenses:		
Research and development	2,487	1,114
General and administrative	1,605	1,022
Total operating expenses	4,092	2,136
Income from operations	1,973	2,249
Interest income	43	5
Other (expense) income, net	(70)	239
Net income	$ 1,946	$ 2,493
Currency translation adjustment	(68)	22
Comprehensive income	$ 1,878	$ 2,515

See accompanying notes.

BIONOVION HOLDING B.V.

Condensed Consolidated Statements of Cash Flows

(In thousands)

	Nine Months Ended September 30,	
	2015	2014
	(unaudited)	
Cash flows from operating activities		
Net income	$ 1,946	$ 2,493
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	136	9
Changes in operating assets and liabilities:		
Accounts receivable	(129)	(42)
Prepaid expenses and other current assets	6	(49)
Accounts payable	(178)	(61)
Accrued liabilities	(2)	352
Deferred revenue	(4,693)	10,707
Net cash (used in) provided by operating activities	(2,914)	13,409
Cash flows from investing activities		
Purchase of property and equipment	(385)	(83)
Net cash used in investing activities	(385)	(83)
Cash flows from financing activities		
Distribution of share premium	—	(3,004)
Net cash used in financing activities	—	(3,004)
Effect of exchange rate changes on cash	(681)	(703)
Net (decrease) increase in cash	(3,980)	9,619
Cash at beginning of period	8,678	720
Cash at end of period	$ 4,698	$10,339

See accompanying notes.

1. Organization and Basis of Presentation

BioNovion Holding B.V. (the "Company" or "BioNovion") is a biopharmaceutical company based in the Netherlands that specializes in immune oncology antibody discovery. BioNovion's B-cell selection platform enables the full exploration of immunoglobulin diversity in "humanized" mice. Its antibody portfolio includes immune checkpoint inhibitors and novel antibody formats. To validate the therapeutic potential of its antibodies in immune oncology, BioNovion closely collaborates with certain cancer institutes, such as the Dutch Cancer Institute in Amsterdam, NKI-AVL in Amsterdam, and the Dana-Farber Cancer Institute in Boston, Massachusetts.

The functional currency of BioNovion is Euro. The historical balance sheets of BioNovion have been converted from Euro to the United States dollar ("USD") using the exchange rate of €1.00 to $1.12 and €1.00 to $1.21 based on the closing rate on September 30, 2015 and December 31, 2014, respectively. The opening equity balances have been converted from Euro to USD using a historical exchange rate of €1.00 to $1.38 based on the closing rate on December 31, 2013 as the nine months ended September 30, 2014 is the first period the amounts have been presented in USD. The historical BioNovion statements of operations and comprehensive income has been converted from Euro to USD using a historical average exchange rate of €1.00 to $1.12 and €1.00 to $1.36 from January 1, 2015 to September 30, 2015 and January 1, 2014 to September 30, 2014, respectively.

The accompanying financial statements as of September 30, 2015 and for the nine months ended September 30, 2015 and 2014 are unaudited. These unaudited interim condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Certain information and note disclosures normally included in the consolidated financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to such rules and regulations. In management's opinion, the unaudited interim condensed consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements and notes thereto contained in the Company's consolidated financial statements for the year ended December 31, 2014, and include all adjustments, which include only normal recurring adjustments. The results for the nine months ended September 30, 2015 and September 30, 2014 are not necessarily indicative of the results expected for the full fiscal year or any other period.

2. Summary of Significant Accounting Policies

Basis of Consolidation

The accompanying consolidated financial statements are presented in accordance with U.S. GAAP. The consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, BioNovion B.V. All significant intercompany accounts and transactions have been eliminated upon consolidation.

Use of Estimates

The accompanying condensed consolidated financial statements have been prepared in accordance with U.S. GAAP. The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Management bases its estimates on historical experience and on various other market-specific and relevant assumptions that management believes to be reasonable under the circumstances. Actual results could differ from those estimates.

Revenue Recognition

Collaboration revenue is generated through license and research agreements. The Company recognizes revenue when the following criteria have been met: persuasive evidence of an arrangement with the customer exists; price and terms of the arrangement are fixed or determinable; delivery of the product has occurred or the service has been performed in accordance with the terms of the arrangement; and collectability is reasonably assured.

For revenue agreements with multiple-element arrangements, such as license and development agreements, the Company analyzes the arrangements to determine whether the deliverables can be separated or whether they must be accounted for as a single unit of accounting. This determination is generally based on whether any deliverable has stand-alone value to the customer. This analysis also establishes a selling price hierarchy for determining how to allocate arrangement consideration to identified units of accounting. The selling price used for each unit of accounting is based on estimated selling price as neither vendor-specific nor third-party evidence is available. Revenue allocated is then recognized when the four basic revenue recognition criteria are met for each element.

The Company recognizes nonrefundable up-front license fees and guaranteed, time-based payments for contracts in which the Company has continued research and development involvement as revenue ratably over the development period, which approximates the expected efforts by the Company. The Company continually reviews such estimates based on progress toward product commercialization. If the deferral period estimate changes, the amount of revenue recognized during the period is adjusted to reflect the updated deferred balances as of the current period-end.

Milestone payments are recognized as revenue when the performance obligations, as defined in the contract, are achieved. Performance obligations typically consist of significant milestones in the development life cycle of the related technology, such as achievement of specific technological targets, successful results from field trials, filing for approval with regulatory agencies, approvals granted by regulatory agencies and commercial launch of a product utilizing the licensed technology.

Accrued Research and Development Costs

The Company accrues for estimated costs of research and development activities conducted by third-party service providers, which include contract manufacturing activities. The Company records the estimated costs of research and development activities based upon the estimated amount of services provided but not yet invoiced, and includes these costs in accrued liabilities in the balance sheets and within research and development expense in the statements of operations. As actual costs become known, the Company adjusts its accrued liabilities. The Company has not experienced any material differences between accrued costs and actual costs incurred.

Research and Development Costs

Research and development costs are expensed as incurred and consist of salaries and benefits, lab supplies and allocated facility costs, as well as fees paid to third parties that conduct certain research and development activities on the Company’s behalf. Amounts incurred in connection with license agreements are also included in research and development expense.

Income Taxes

The Company uses the liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial reporting and the tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse.

The Company recognizes benefits of uncertain tax positions if it is more likely than not that such positions will be sustained upon examination based solely on their technical merits, as the largest amount of benefit that is more likely than not to be realized upon the ultimate settlement. The Company’s policy is to recognize interest and penalties related to the underpayment of income taxes as a component of income tax expense or benefit. To date, there have been no interest or penalties charged in relation to the unrecognized tax benefits.

Comprehensive Income

Comprehensive income represents all changes in shareholders’ equity except those resulting from and distributions to shareholders. The difference between the Company’s net income and its comprehensive income for the nine months ended September 30, 2015 and 2014 was due to cumulative translation adjustment from translating balances from Euro to USD.

3. Property and Equipment, Net

Property and equipment, net consist of the following (in thousands):

	September 30, 2015 (unaudited)	December 31, 2014
Research and development equipment	$ 715	$ 419
Furniture and office equipment	80	59
Computer equipment	53	40
Software	19	21
Leasehold improvements	143	117
Total property and equipment	1,011	656
Less: accumulated depreciation and amortization	164	28
Property and equipment, net	$ 847	$ 628

Property and equipment depreciation and amortization expense for the nine months ended September 30, 2015 and 2014 was $136,000 and $9,000, respectively.

4. License Agreements

In March 2014, the Company entered into a license agreement with an undisclosed pharmaceutical company (“Pharma”). The agreement sets forth the parties’ respective obligations for development, commercialization, regulatory and manufacturing and supply activities for antibody product candidates.

In exchange for the licenses and research and development services under the agreement, Pharma paid the Company an upfront cash payment of $15.0 million in April 2014. The Company is eligible to receive future contingent payments, including a $2.0 million research milestone, up to $312.0 million in potential development milestone payments for each of two product candidates, and up to $135.0 million in commercial and net sales milestones for each of two products. In addition, the Company is eligible to receive royalties in the mid-single digits to low teens based on net sales of the products.

The Company identified the following performance deliverables under the agreement: 1) the license, 2) the obligation to provide research activities and 3) the obligation to participate on a Joint Research Committe (“JRC”).

The Company considered the provisions of the multiple-element arrangement guidance in determining how to recognize the total consideration of the agreement. The Company determined that none of the deliverables have standalone value; all of these obligations will be delivered throughout the estimated period of performance and therefore are accounted for as a single unit of accounting. The total upfront consideration under this agreement is being recognized as revenue on a straight-line basis over the two year period of performance. The Company recognized revenue of $4.7 million and $4.1 million related to this agreement during the nine months ended September 30, 2015 and 2014, respectively, and recorded deferred revenue of $2.9 and $8.2 million at September 30, 2015 and December 31, 2014, respectively.

The Company determined that all of the future contingent payments meet the definition of a milestone. Accordingly, revenue for the achievement of these milestones will be recognized in the period when the milestone is achieved and collectability is reasonably assured. As of September 30, 2015, and September 30, 2014 no amounts had been recognized as revenue for any of these milestones.

On February 19, 2015, BioNovion Holding B.V. entered into a contract with Genmab A/S to jointly develop certain antibody product candidates. The agreement sets out terms by which both parties will share equally all joint development costs as well as profits at commercialization for Collaboration products. Unilateral product costs will be borne by the developing party, and upfront, certain milestones and royalties will be paid by the non-developing party.

5. Income Taxes

Income tax expense was nil for the periods ended September 30, 2015 and September 30, 2014. As of September 30, 2015, the Company had net operating loss carryforwards of approximately $0.4 million.

At September 30, 2015, the Company maintained a full valuation allowance on its net deferred tax assets. The valuation allowance was determined in accordance with the provisions of ASC 740, Accounting for Income Taxes, which requires an assessment of both positive and negative evidence when determining whether it is more likely than not that deferred tax assets are recoverable. Such assessment is required on a jurisdiction-by-jurisdiction basis. The Company's history of cumulative losses required that a full valuation allowance be recorded against the net deferred tax assets. The Company intends to maintain a full valuation allowance on its net deferred tax assets until sufficient positive evidence exists to support reversal of the valuation allowance.

6. Subsequent Events

On October 30, 2015, the Company was acquired by Aduro Netherlands Coöperatief U.A., a subsidiary of Aduro Biotech Inc. ("Aduro"), for purchase consideration of approximately €14.5 million ($15.9 million) cash and 697,306 shares of Aduro common stock. The former shareholders of the Company (the "Sellers") have the opportunity to receive additional contingent payments from Aduro as follows: (i) €6.0 million ($6.5 million) upon acceptance by the U.S. Food and Drug Administration of an investigational new drug application for a specified BioNovion antibody product candidate; and (ii) €20.0 million ($22.0 million) upon receipt by the Company of a $40.0 million milestone payment by the licensee under a pre-existing antibody discovery and license agreement, triggered by marketing authorization for the first indication in the United States for a specified BioNovion antibody product candidate.

The Company has reviewed and evaluated subsequent events that occurred through January 13, 2016, the date the financial statements were available to be issued, and determined that no additional subsequent events had occurred that would require recognition in these financial statements and all material subsequent events that require disclosure have been disclosed.

Exhibit 99.3

ADURO BIOTECH, INC.

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

On October 30, 2015, Aduro Netherlands Coöperatief U.A., a wholly-owned subsidiary of Aduro Biotech, Inc. ("Aduro" or the "Company"), acquired the outstanding shares of BioNovion Holding B.V. ("BioNovion") (the "Acquisition"). BioNovion was subsequently renamed Aduro Biotech Holdings, Europe B.V. The unaudited pro forma condensed combined statements of operations for the nine months ended September 30, 2015 and the year ended December 31, 2014 are presented as if the Acquisition had occurred on January 1, 2014. The unaudited pro forma condensed combined balance sheet is presented as if the Acquisition had occurred on September 30, 2015. The unaudited pro forma condensed combined financial statements presented herein are based on the historical financial statements of Aduro and BioNovion using the acquisition method of accounting and applying the assumptions and adjustments described in the accompanying notes. In addition, the unaudited pro forma condensed combined financial information should be read in conjunction with the:

- Separate audited historical financial statements of Aduro as of and for the year ended December 31, 2014, and the related notes, included in the Registration Statement on Form S-1 that was declared effective by the Securities and Exchange Commission ("SEC") on April 14, 2015;
- Separate unaudited historical condensed financial statements of Aduro as of and for the nine months ended September 30, 2015 and the related notes, included in the Quarterly Report on Form 10-Q for the period ended September 30, 2015 filed by Aduro with the SEC;
- Separate audited historical financial statements of BioNovion as of and for the year ended December 31, 2014, and the related notes included in Exhibit 99.1 of this Current Report on Form 8-K/A; and
- Separate unaudited historical condensed financial statements of BioNovion as of September 30, 2015 and for the nine month periods ended September 30, 2015 and 2014 and the related notes included in Exhibit 99.2 of this Current Report on Form 8-K/A.

The unaudited pro forma condensed combined financial statements do not give effect to the potential impact of current financial conditions, regulatory matters, operating efficiencies or other savings or expenses that may be associated with the Acquisition. The unaudited pro forma condensed combined financial statements also do not include any future integration costs. The unaudited pro forma condensed combined financial statements have been prepared for illustrative purposes only and are not necessarily indicative of the financial position or results of operations in future periods or the results that would have been realized had Aduro and BioNovion been a combined company during the specified periods. There were no transactions between Aduro and BioNovion during the periods presented in the unaudited pro forma condensed combined financial statements that would need to be eliminated.

Unaudited Pro Forma Condensed Combined Balance Sheet

As of September 30, 2015

(in thousands)

	Historical Aduro	Historical BioNovion	Pro Forma Adjustments	Notes	Pro Forma Combined
ASSETS					
Current assets:					
Cash	$ 180,991	$ 4,698	$ (21,445)	**(a)**	$ 164,244
Short-term marketable securities	264,957	—			264,957
Accounts receivable, net of allowances	3,147	581			3,728
Prepaid expenses and other current assets	3,494	27			3,521
Total current assets	452,589	5,306	(21,445)		436,450
Long-term marketable securities	2,464	—			2,464
Property and equipment, net	2,454	847			3,301
Intangible assets and goodwill	—	—	31,208	**(b)**	38,255
			7,047	**(m)**	
Other assets	347	—	98	**(m)**	445
Total assets	$ 457,854	$ 6,153	$ 16,908		$ 480,915
LIABILITIES AND STOCKHOLDERS' EQUITY					
Current liabilities:					
Accounts payable	$ 4,413	$ 265	$ —		$ 4,678
Accrued clinical trial and manufacturing expenses	4,886	—			4,886
Accrued expenses and other liabilities	4,069	95	1,451	**(c)**	5,615
Deferred revenue, current	19,732	2,869	(2,869)	**(d)**	19,732
Contingent consideration, current	—	—	3,444	**(e)**	3,444
Total current liabilities	33,100	3,229	2,026		38,355
Contingent consideration	—	—	413	**(e)**	413
Deferred revenue	181,481	—			181,481
Deferred rent	56	—			56
Deferred tax liability			7,145	**(m)**	7,145
Total liabilities	214,637	3,229	9,584		227,450
Stockholders' equity:					
Common stock	6	67	(67)	**(f)**	6
Additional paid-in capital	347,088	—	11,699	**(g)**	358,787
Accumulated other comprehensive income (loss)	75	(85)	85	**(f)**	75
(Accumulated deficit) retained earnings	(103,952)	2,942	(2,942)	**(f)**	(105,403)
			(1,451)	**(c)**	
Total stockholders' equity	243,217	2,924	7,324		253,465
Total liabilities and stockholders' equity	$ 457,854	$ 6,153	$ 16,908		$ 480,915

See accompanying notes to the unaudited pro forma condensed combined financial statements.

Unaudited Pro Forma Condensed Combined Statement of Operations

For the nine months ended September 30, 2015

(in thousands, except share and per share amounts)

	Historical Aduro	Historical BioNovion	Pro Forma Adjustments	Notes	Pro Forma Combined
Revenue					
Collaboration and license revenue	$ 37,581	$ 6,065	$ —		$ 43,646
Grant revenue	1,022	—			1,022
Total revenue	38,603	6,065			44,668
Operating expenses:					
Research and development	35,992	2,487	464	**(h)**	39,680
			333	**(i)**	
			404	**(j)**	
General and administrative	19,000	1,605	464	**(h)**	20,559
			333	**(i)**	
			(843)	**(l)**	
Total operating expenses	54,992	4,092	1,155		60,239
(Loss) Income from operations	(16,389)	1,973	(1,155)		(15,571)
Loss from remeasurement of fair value of warrants	(26,077)	—			(26,077)
Interest income, net	156	43			199
Other income (expense), net	1	(70)			(69)
(Loss) Income before provision for income taxes	$ (42,309)	$ 1,946	$ (1,155)		$ (41,518)
Provision (benefit) for income taxes	—	—	(101)	**(m)**	(101)
Net (loss) income	$ (42,309)	$ 1,946	$ (1,054)		$ (41,417)
Net loss per common share, basic and diluted	$ (1.09)				$ (1.06)
Weighted-average shares used in computing net loss per common share, basic and diluted	38,674,889		499,317	**(k)**	39,174,206

See accompanying notes to the unaudited pro forma condensed combined financial statements.

Unaudited Pro Forma Condensed Combined Statement of Operations

For the year ended December 31, 2014

(in thousands, except share and per share amounts)

	Historical Aduro	Historical BioNovion	Pro Forma Adjustments	Notes	Pro Forma Combined
Revenue					
Collaboration and license revenue	$ 13,038	$ 6,555	$ —		$ 19,593
Grant revenue	351	—			351
Total revenue	13,389	6,555			19,944
Operating expenses:					
Research and development	23,513	1,692	3,683	**(h)**	29,974
			444	**(i)**	
			642	**(j)**	
General and administrative	8,994	1,754	737	**(h)**	11,929
			444	**(i)**	
Total operating expenses	32,507	3,446	5,950		41,903
(Loss) Income from operations	(19,118)	3,109	(5,950)		(21,959)
Gain on extinguishment of convertible promissory notes	3,553	—			3,553
Interest income (expense), net	(2,395)	20			(2,375)
Other income, net	946	284			1,230
(Loss) Income before provision (benefit) for income taxes	(17,014)	3,413	(5,950)		(19,551)
Provision (benefit) for income taxes	—	—	(161)	**(m)**	(161)
Net (loss) income	$ (17,014)	$ 3,413	$ (5,790)		$ (19,390)
Net loss per common share, basic and diluted	$ (53.06)				$ (25.12)
Weighted-average shares used in computing net loss per common share, basic and diluted	320,686		451,346	**(k)**	772,032

See accompanying notes to the unaudited pro forma condensed combined financial statements.

NOTES TO UNAUDITED PRO FORMA
CONDENSED COMBINED FINANCIAL STATEMENTS

1. Basis of Presentation

On October 30, 2015, Aduro Netherlands Coöperatief U.A., a wholly-owned subsidiary of the Company, acquired the outstanding shares of BioNovion (the "Acquisition") in exchange for cash and the Company's common stock for an aggregate purchase price of $37.0 million. BioNovion was subsequently renamed Aduro Biotech Holdings, Europe B.V. BioNovion is a privately-held company based in the Netherlands that specializes in immune oncology antibody discovery.

The unaudited pro forma condensed combined balance sheet at September 30, 2015 gives effect to the Acquisition as if it had occurred on September 30, 2015. The unaudited pro forma condensed combined statements of operations for the nine months ended September 30, 2015 and for the year ended December 31, 2014 are presented as if the Acquisition had occurred on January 1, 2014.

The unaudited pro forma condensed combined financial information is based upon the historical financial statements of Aduro and BioNovion and certain adjustments which we believe are reasonable to give effect to the Acquisition. These adjustments are based upon currently available information and certain assumptions, and therefore the actual adjustments will likely differ from the pro forma adjustments. The pro forma financial data included herein was prepared using the acquisition method of accounting for the business combination. The fair value amounts assigned to the identifiable assets acquired and liabilities assumed are considered preliminary at this time. However, we believe that the preliminary determination of fair value of acquired assets and assumed liabilities and other related assumptions utilized in preparing the pro forma financial data provide a reasonable basis for presenting the pro forma effects of the Acquisition. The pro forma financial data for the year ended December 31, 2014 includes Aduro's actual results for that period and does not give effect to Aduro's initial public offering that occurred in 2015.

Acquisition of BioNovion

The Acquisition was accounted for using the acquisition method of accounting with the Company treated as the accounting acquirer. At the date of acquisition, the purchase price was preliminarily allocated to the assets acquired and liabilities assumed based on the estimated fair market values, and is subject to change. Any change to the initial estimates of the fair value of the assets and liabilities assumed will be allocated to goodwill.

The acquisition consideration is denominated in Euros and has been translated into U.S. dollars ("USD") using the Euro/USD exchange rate at September 30, 2015, the deemed acquisition date for the pro forma condensed combined balance sheet. The acquisition consideration was comprised of (in thousands):

Cash(1)	$21,445
Stock	11,699
Fair value of Contingent Purchase Price	3,857
Total acquisition consideration	$37,001

(1) The cash portion of the acquisition consideration is comprised of an upfront cash amount of $16.3 million, BioNovion's closing cash balance at September 30, 2015 of $4.7 million and a working capital adjustment of $0.5 million based on BioNovion's closing working capital balances at September 30, 2015. The balance of the cash portion of the acquisition consideration will be different from the cash paid upon the closing of the Acquisition due to the difference in the deemed acquisition date (September 30, 2015 as opposed to October 30, 2015) and the Euro/USD exchange rate.

The Company will pay additional consideration ("Contingent Purchase Price") upon the achievement of certain development milestones associated with specified BioNovion antibody product candidates. The fair value of the Contingent Purchase Price of $3.9 million was estimated based on the risk-adjusted present value of the amount payable.

Under the acquisition method of accounting, identifiable assets and liabilities of BioNovion, including identifiable intangible assets, were recorded based on their estimated fair values as of the effective time of the Acquisition. Tangible assets and liabilities were valued at their respective carrying amounts. Management believes that these amounts approximate their current fair values as of the deemed acquisition date of September 30, 2015.

Identifiable intangible assets acquired include license and research agreements and in-process research and development. The fair value of intangible assets is based on management's preliminary valuation as of the deemed acquisition date of September 30, 2015:

- *License agreement:* BioNovion has a license and research agreement with a third party for the development of clinical candidates. Under this agreement, BioNovion received an upfront fee of $15.0 million in 2014. The Company is eligible to receive future contingent payments, including a $2.0 million research milestone, up to $312.0 million in potential development milestone payments for each of two product candidates, and up to $135.0 million in commercial and net sales milestones for each of two products. In addition, the Company is eligible to receive royalties in the mid-single digits to low teens based on net sales of the products. Management estimated that $11.0 million represents the fair value of this license and research agreement. The fair value of this agreement was determined using the income approach, which was based on forecasts prepared by management. The fair value of the license and research agreement is capitalized as an intangible asset as of the closing date of the Acquisition and is being amortized on a straight-line basis over the expected remaining term of 20 years.
- *In-process research and development:* In-process research and development ("IPR&D") represents incomplete research and development projects at BioNovion. Management estimated that $17.6 million of the acquisition consideration represents the fair value of acquired IPR&D. The fair value of IPR&D was determined using the income approach, which was based on forecasts prepared by management. The fair value of the IPR&D was capitalized as of the closing date of the Acquisition and is subsequently accounted for as an indefinite-lived intangible asset until completion or abandonment of the associated research and development efforts. Accordingly, during the development period after the closing date, these assets will not be amortized but will be subject to periodic impairment testing. Upon successful completion of the development process for the acquired IPR&D projects, determination of the useful life of the asset will be made and amortization of the asset would begin over its remaining estimated useful life.

Goodwill, which represents the purchase price in excess of the fair value of net assets acquired, is not expected to be deductible for income tax purposes. Goodwill will not be amortized but will be tested for impairment at least annually or whenever certain indicators of impairment are present. If, in the future, it is determined that goodwill is impaired, an impairment charge would be recorded at that time. There are a number of factors contributing to the amount of goodwill, including BioNovion's workforce, presence in Europe, and the expectation that the acquisition of BioNovion will create synergies which will provide future value.

The fair value of the assets acquired and liabilities, assuming the Acquisition had closed on September 30, 2015, are summarized below (in thousands). These amounts are preliminary and subject to change. Any change to the initial estimates of the fair value of the assets and liabilities will be allocated to goodwill.

Cash	$ 4,698
Accounts receivable	581
Prepaid expenses and other assets	27
Property and equipment, net	847
Deferred tax asset	98
Intangible assets and goodwill	38,255
Accounts payable	(265)
Accrued liabilities	(95)
Deferred tax liability	(7,145)
Total net assets acquired	$37,001

2. Pro Forma Adjustments

Pro forma adjustments are necessary to reflect the acquisition consideration exchanged and to adjust amounts related to the tangible and intangible assets and liabilities of BioNovion to reflect the preliminary estimate of their fair values, and to reflect the impact on the statements of operations of the Acquisition as if the companies had been combined during the periods presented therein. The pro forma adjustments included in the unaudited pro forma condensed combined financial statements are as follows:

(a) To record the cash payment made by the Company at the closing of the Acquisition.

(b) To record goodwill and the estimated fair value of BioNovion's identifiable intangible assets acquired.

(c) To record transaction costs incurred by the Company subsequent to September 30, 2015.

(d) To write-off BioNovion's deferred revenue as the fair value of future service obligations is nil.

(e) To record Contingent Purchase Price of the Acquisition.

(f) To record the elimination of BioNovion's equity consisting of common stock, accumulated other comprehensive income (loss) and retained earnings.

(g) To record the issuance of 425,722 shares of the Company's common stock at fair value at the closing of the Acquisition.

(h) To record stock-based compensation expense for the vested portion of 271,584 shares of the Company's common stock issued to former BioNovion executives at the closing of the Acquisition. These shares vest over a period ranging between one to four years and require future services by the executives.

(i) To record stock-based compensation expense for options to purchase Aduro common stock granted to former BioNovion executives that joined Aduro as part of the acquisition. The shares vest over a period of four years and require future services by the executives.

(j) To record amortization expense of the intangible assets acquired in the Acquisition.

(k) To record the issuance of 425,722 shares of the Company's common stock at closing of the Acquisition and the weighted average number of shares issued to former BioNovion executives that vested during the period.

(l) To eliminate transaction costs recorded in the statement of operations for the nine months ended September 30, 2015.

(m) To record tax benefit for pro forma adjustments related to intangible asset amortization. The transaction costs and stock-based compensation, which are for foreign employees, give rise to a permanent tax difference that offsets the pro forma expense adjustment.

3. Non-recurring Transaction Costs

The Company and BioNovion have incurred, and the Company will continue to incur, certain non-recurring transaction expenses in connection with the Acquisition. Non-recurring transaction expenses incurred were $0.8 million during the nine months ended September 30, 2015 and are reflected as an adjustment to reduce general and administrative expenses in the pro forma condensed combined statement of operations, as they are non-recurring and directly attributable to the Acquisition. The pro forma condensed combined balance sheet as of September 30, 2015 includes an adjustment of $1.5 million to accrued liabilities for transaction expenses incurred by the Company and BioNovion subsequent to September 30, 2015 (see Note 2, Pro Forma Adjustments above). These transaction expenses are not reflected in the pro forma condensed combined statement of operations for the nine months ended September 30, 2015, as they are not expected to have a continuing impact on operations.