
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): March 8, 2016

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

Delaware
(State or other jurisdiction of incorporation)

001-37345
(Commission
File No.)

94-3348934
(IRS Employer
Identification No.)

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

94710
(Zip Code)

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

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ 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))
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Item 2.02. Results of Operations and Financial Condition.

On March 8, 2016, Aduro Biotech, Inc. (“Aduro”) announced certain financial results for its fourth quarter and year ended December 31, 2015. A copy of Aduro’s press release, titled “Aduro Biotech Announces Fourth Quarter and Full Year 2015 Financial Results,” is furnished pursuant to Item 2.02 as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| <u>Exhibit</u> | <u>Description</u> |
|----------------|--|
| 99.1 | Press Release, dated March 8, 2016, titled “Aduro Biotech Announces Fourth Quarter and Full Year 2015 Financial Results” |

The information in this report, including the exhibit hereto, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information contained herein and in the accompanying exhibit shall not be incorporated by reference into any filing with the U.S. Securities and Exchange Commission made by Aduro Biotech, Inc., whether made before or after the date hereof, regardless of any general incorporation language in such filing.

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: March 8, 2016

Aduro Biotech, Inc.

By: /s/ Jennifer Lew

Jennifer Lew

Senior Vice President of Finance

EXHIBIT INDEX

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|----------------|--|
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Aduro Biotech Announces Fourth Quarter and Full Year 2015 Financial Results

Aduro Ends Year with Significant Cash and Broad, Versatile Pipeline of Therapeutics

BERKELEY, Calif., March 8, 2016 – Aduro Biotech, Inc. (NASDAQ: ADRO) today reported financial results for the year ended December 31, 2015. Net loss was \$39.2 million for the year ended December 31, 2015, or \$0.88 per share, compared to a net loss of \$17.0 million, or \$53.06 per share for the year ended December 31, 2014.

Cash, cash equivalents and marketable securities totaled \$431.0 million at December 31, 2015, compared to \$119.5 million at December 31, 2014.

“2015 was a banner year for Aduro,” said Stephen T. Isaacs, chairman, president and chief executive officer of Aduro. “We made tremendous progress on all fronts and are now uniquely positioned in the immunotherapy field with three differentiated and diverse platform technologies and a deep pipeline of assets in early and late stages of development. While our initial therapeutic priorities are in oncology, we believe the power of our technologies to regulate and temper the immune system also offers potential in autoimmune and infectious diseases.”

Key 2015 Accomplishments

Corporate achievements

- Raised gross proceeds of approximately \$137 million in IPO
- Signed collaboration with Novartis targeting STING pathway in oncology generating \$200M cash up front, \$50 million in equity investment and potential \$500M in future milestones
- Acquired BioNovion Holding B.V., a monoclonal antibody company; renamed to Aduro Biotech Europe

Clinical achievements

- Published Phase 2a pancreatic cancer results in the *Journal of Clinical Oncology*
- Initiated Phase 2b STELLAR clinical trial in pancreatic cancer
- Completed enrollment in Phase 2b ECLIPSE clinical trial in pancreatic cancer
- Received Orphan Drug Designation in the EU for CRS-207 and GVAX Pancreas in pancreatic cancer
- Received Orphan Drug Designation in the US and EU for CRS-207 in mesothelioma
- Completed enrollment in Phase 1b clinical trial in mesothelioma
- Reported Phase 1b mesothelioma clinical trial results at ASCO and ESMO/ECC 2015
- Signed clinical trial agreement with Incyte to develop combination therapy in ovarian cancer
- Initiated Phase 1 clinical trials in prostate (ADU-741) and lung cancer (ADU-214) in collaboration with Janssen

Significant Upcoming Milestones

- Report top line results for Phase 2b ECLIPSE clinical trial in pancreatic cancer in the second quarter of 2016
- Report interim results for Phase 2b STELLAR clinical trial in pancreatic cancer in the second half of 2016
- Report top line results for Phase 1b clinical trial in mesothelioma in the first half of 2016
- Initiate randomized Phase 3 clinical trial in mesothelioma in the first half of 2016
- Initiate Phase 1 clinical trial in cutaneously accessible tumors with ADU-S100 in collaboration with Novartis in the first half of 2016
- Initiate Phase 1 clinical trial in ovarian cancer in collaboration with Incyte in the first half of 2016

Financial Performance

Revenues were \$34.4 million for the fourth quarter of 2015 and \$73.0 million for the full year 2015, compared to \$9.9 million and \$13.4 million, respectively, for the same periods in 2014. The increase was primarily due to recognition of a portion of the upfront fees and development-related milestones achieved under the Janssen and Novartis agreements.

Research and development expenses were \$22.7 million for the fourth quarter of 2015 and \$58.6 million for the full year 2015, compared to \$7.5 million and \$23.5 million, respectively, for the same periods in 2014. This increase was primarily due to clinical development expenses mainly associated with our ongoing trials for our lead indication in pancreatic cancer, manufacturing costs of our clinical product candidates and compensation and related personnel expenses associated with continued workforce growth.

General and administrative expenses were \$8.8 million for the fourth quarter of 2015 and \$27.8 million for the full year 2015, compared to \$3.5 million and \$9.0 million, respectively, for the same periods in 2014. This increase was primarily due to increased consulting and outside professional services and personnel

expenses to support the company’s expanding operations, including our acquisition of Aduro Biotech Europe.

Loss from remeasurement of fair value of warrants was zero for the fourth quarter of 2015 and \$26.1 million for the year ended December 31, 2015, due to changes in the fair value of liability-classified warrants to purchase Aduro’s preferred and common stock. In April 2015, all such warrants ceased being liability-classified as the contingency surrounding the number of shares issuable upon the warrant exercise expired. In April 2015, all outstanding warrants were equity-classified and not subject to future remeasurement.

About Aduro

Aduro Biotech, Inc. is an immunotherapy company focused on the discovery, development and commercialization of therapies that transform the treatment of challenging diseases. Aduro’s technology platforms, which are designed to harness the body’s natural immune system, are being investigated in cancer indications and have the potential to expand into autoimmune and infectious diseases. Aduro’s LADD technology platform is based on proprietary attenuated strains of *Listeria* that have been engineered to express tumor-associated antigens to induce specific and targeted immune responses. Based on compelling clinical data in advanced cancers, this platform is being developed as a treatment for multiple indications, including pancreatic, lung and prostate cancers, mesothelioma and glioblastoma. Aduro’s STING Pathway Activator platform is designed to activate the intracellular STING receptor, resulting in a potent tumor-specific immune response. Aduro’s B-select monoclonal antibody platform includes a number of immune modulating assets in research and preclinical development. Aduro is collaborating with leading global pharmaceutical companies to expand its products and technology platforms. For more information, please visit www.aduro.com.

Cautionary Note on Forward-Looking Statements

This press release contains forward-looking statements for purposes of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements regarding our intentions or current expectations concerning, among other things, the potential for our technology, plans and timing of our clinical trials and the potential for eventual regulatory approval of our product candidates. In some cases you can identify these statements by forward-looking words such as “believe,” “may,” “will,” “estimate,” “continue,” “anticipate,” “intend,” “could,” “would,” “project,” “plan,” “expect” or the negative or plural of these words or similar expressions. Forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties that could cause actual results and events to differ materially from those anticipated, including, but not limited to, our history of net operating losses and uncertainty regarding our ability to achieve profitability, our ability to develop and commercialize our product candidates, our ability to use and expand our technology platforms to build a

pipeline of product candidates, our dependence on our lead product candidate, CRS-207, and GVAX Pancreas, our ability to obtain and maintain regulatory approval of our product candidates, our inability to operate in a competitive industry and compete successfully against competitors that have greater resources than we do, our reliance on third parties, and our ability to obtain and adequately protect intellectual property rights for our product candidates. We discuss many of these risks in greater detail under the heading “Risk Factors” contained in our annual report on Form 10-K for the year ended December 31, 2015 to be filed with the Securities and Exchange Commission. Forward-looking statements are not guarantees of future performance, and our actual results of operations, financial condition and liquidity, and the development of the industry in which we operate, may differ materially from the forward-looking statements contained in this press release. Any forward-looking statements that we make in this press release speak only as of the date of this press release. We assume no obligation to update our forward-looking statements whether as a result of new information, future events or otherwise, after the date of this press release.

ADURO BIOTECH, INC.
Condensed Consolidated Statements of Operations
(In thousands, except share and per share amounts)

| | Three Months Ended December 31, | | Year Ended December 31, | |
|--|------------------------------------|---------------------|----------------------------|-------------------|
| | 2015 (unaudited) | 2014 (unaudited) | 2015 (audited) | 2014 (audited) |
| Revenue: | | | | |
| Collaboration and license revenue | \$ 34,108 | \$ 9,731 | \$ 71,689 | \$ 13,038 |
| Grant revenue | 268 | 162 | 1,290 | 351 |
| Total revenue | 34,376 | 9,893 | 72,979 | 13,389 |
| Operating expenses: | | | | |
| Research and development | 22,657 | 7,523 | 58,649 | 23,513 |
| General and administrative | 8,805 | 3,496 | 27,805 | 8,994 |
| Amortization of intangible assets | 89 | — | 89 | — |
| Total operating expenses | 31,551 | 11,019 | 86,543 | 32,507 |
| Income (loss) from operations | 2,825 | (1,126) | (13,564) | (19,118) |
| Loss from remeasurement of fair value of warrants | — | (284) | (26,077) | (566) |
| Gain on extinguishment of convertible promissory notes | — | — | — | 3,553 |
| Interest income (expense), net | 338 | (20) | 494 | (2,395) |
| Other (expense) income, net | (162) | 510 | (161) | 1,512 |
| Income (loss) before income tax | 3,001 | (920) | (39,308) | (17,014) |
| Income tax benefit | 99 | — | 99 | — |
| Net income (loss) | \$ 3,100 | \$ (920) | \$ (39,209) | \$ (17,014) |
| Net income (loss) per common share, basic | \$ 0.05 | \$ (2.54) | \$ (0.88) | \$ (53.06) |
| Net income (loss) per common share, diluted | \$ 0.04 | \$ (2.54) | \$ (0.88) | \$ (53.06) |
| Weighted average common shares outstanding, basic | 62,604,226 | 361,997 | 44,706,393 | 320,686 |
| Weighted average common shares outstanding, diluted | 71,647,930 | 361,997 | 44,706,393 | 320,686 |

ADURO BIOTECH, INC.
Condensed Consolidated Balance Sheets
(In thousands)
(Audited)

| | December 31, | |
|--|---------------------|-------------------|
| | 2015 | 2014 |
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 150,456 | \$ 119,456 |
| Short-term marketable securities | 265,198 | — |
| Accounts receivable | 4,846 | 3,153 |
| Prepaid expenses and other current assets | 4,004 | 2,612 |
| Total current assets | 424,504 | 125,221 |
| Long-term marketable securities | 15,391 | — |
| Property and equipment, net | 3,986 | 1,053 |
| Goodwill | 8,469 | — |
| Intangible assets, net | 29,400 | — |
| Other assets | 75 | 188 |
| Total assets | <u>\$ 481,825</u> | <u>\$ 126,462</u> |
| Liabilities, Convertible Preferred Stock and Stockholders' Equity (Deficit) | | |
| Current liabilities: | | |
| Accounts payable | \$ 5,086 | \$ 5,030 |
| Accrued clinical trial and manufacturing expenses | 5,522 | 3,350 |
| Accrued expenses and other liabilities | 5,412 | 2,408 |
| Deferred revenue | 15,046 | 33,427 |
| Total current liabilities | 31,066 | 44,215 |
| Contingent consideration | 3,750 | — |
| Deferred revenue | 178,037 | 2,592 |
| Deferred tax liabilities | 7,350 | — |
| Convertible preferred stock warrant liability | — | 100 |
| Common stock warrant liability | — | 889 |
| Total liabilities | 220,203 | 47,796 |
| Convertible preferred stock | — | 139,963 |
| Stockholders' equity (deficit): | | |
| Preferred stock | — | — |
| Common stock | 6 | — |
| Additional paid-in capital | 362,807 | 346 |
| Accumulated other comprehensive loss | (339) | — |
| Accumulated deficit | (100,852) | (61,643) |
| Total stockholders' equity (deficit) | 261,622 | (61,297) |
| Total liabilities, convertible preferred stock and stockholders' equity (deficit) | <u>\$ 481,825</u> | <u>\$ 126,462</u> |