

**LATHAM & WATKINS**<sup>LLP</sup>

August 24, 2020

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**VIA EDGAR AND HAND DELIVERY**

United States Securities and Exchange Commission  
Division of Corporation Finance  
100 F Street, N.E.  
Washington, D.C. 20549-6010

Attention: Ada D. Sarmiento  
Dorrie Yale

**Re: Aduro Biotech, Inc.**  
**Registration Statement on Form S-4**  
**Filed on July 22, 2020**  
**File No. 333-239989**

Ladies and Gentlemen:

On behalf of our client, Aduro Biotech, Inc. (the “**Company**”), we are hereby filing an Amended Registration Statement on Form S-4 (the “**Registration Statement**”). The Company previously filed a Registration Statement on Form S-4 on July 22, 2020 (the “**Filed Registration Statement**”). The Registration Statement has been revised to reflect the Company’s response to the comment letter to the Filed Registration Statement received on August 4, 2020 from the staff (the “**Staff**”) of the Securities and Exchange Commission (the “**Commission**”). For your convenience, we are also providing by electronic mail a courtesy package that includes two copies of the Registration Statement, one of which has been marked to show changes from the Filed Registration Statement, as well as a copy of this letter.

For ease of review, we have set forth below the numbered comment of your letter in bold type followed by the Company’s response thereto.

**Registration Statement on Form S-4**

**General**

1. We note that the forum selection provision that will be in the certificate of incorporation and bylaws of the combined company will identify the Court of Chancery of the State of Delaware as the exclusive forum for certain litigation, including any “derivative action.” Please disclose whether this provision will apply to actions arising under the Exchange Act. In that regard, we note that Section 27 of the Exchange Act creates exclusive federal jurisdiction over all suits brought to enforce any duty or liability created by the Exchange Act or the rules and regulations thereunder. If this provision will not apply to actions arising under the Exchange Act, please tell us how you will inform investors in future filings that the provision does not apply to any actions arising under the Exchange Act.

*Response:* The Company respectfully acknowledges the Staff’s comment and has revised pages 33 and 237 of the Registration Statement to make clear that the exclusive forum provision does not apply to actions arising under the Exchange Act. The Company undertakes to include substantially similar disclosure with regard to its choice of forum provisions, to the extent the provisions remain applicable, in its future Securities Act and Exchange Act filings in which these provisions are addressed.

\* \* \*

We hope the foregoing answers are responsive to your comments. Please do not hesitate to contact me by telephone at (650) 463-2677 or by fax at (650) 463-2600 with any questions or comments regarding this correspondence.

Very truly yours,

/s/ Kathleen M. Wells  
of LATHAM & WATKINS LLP

cc: Stephen T. Isaacs, Aduro Biotech, Inc.  
Celeste Ferber, Aduro Biotech, Inc.  
Eric Dobmeier, Chinook Therapeutics U.S., Inc.  
Kirk Schumacher, Chinook Therapeutics U.S., Inc.  
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Ryan Mitteness, Fenwick & West LLP