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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): July 16, 2020**

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**ADURO BIOTECH, INC.**

(Exact name of Registrant as Specified in its Charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-37345**  
(Commission  
File Number)

**94-3348934**  
(I.R.S. Employer  
Identification No.)

**740 Heinz Avenue**  
**Berkeley, California 94710**  
(Address of Principal Executive Offices) (Zip Code)

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

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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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:

- Written communication 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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class                        | Trading Symbol(s) | Name of each exchange on which registered |
|--|-------------------|---|
| Common Stock, par value \$0.0001 per share | ADRO              | The Nasdaq Global Select Market           |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On July 16, 2020, the Company's board of directors determined that it was in the best interests of the Company and its stockholders to amend the Amended and Restated Bylaws of the Company (the "Bylaws") and by resolution authorized, approved and adopted an amendment to the Bylaws (the "Bylaws Amendment"). The Bylaws Amendment became effective immediately upon its adoption. The Bylaws Amendment provides that the federal district courts of the United States of America will be the exclusive forum for the resolution of any complaint asserting a cause of action under the Securities Act.

The foregoing description of the Bylaws Amendment does not purport to be a complete description and is qualified in its entirety by reference to the full text of the Bylaws Amendment, which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| <u>Exhibit<br/>No.</u> | <u>Description</u>   |
|------------------------|--|
| 3.1                    | <a href="#"><u>Amendment to Amended and Restated Bylaws, dated July 16, 2020</u></a> |

**SIGNATURE**

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.

**ADURO BIOTECH, INC.**

Dated: July 17, 2020

By: /s/ Celeste Ferber

Name: Celeste Ferber

Title: SVP, General Counsel and Secretary

**AMENDMENT TO THE BYLAWS  
OF  
ADURO BIOTECH, INC.,  
a Delaware corporation**

In accordance with a resolution approved by the Board of Directors of Aduro Biotech, Inc., a Delaware corporation (the "**Company**"), on July 16, 2020, the bylaws of the Company (the "**Bylaws**") are hereby amended as follows:

1. Article XV shall be amended and restated in its entirety to read as follows:

**"ARTICLE XV**

**FORUM FOR ADJUDICATION OF DISPUTES**

**Section 48. Forum for Adjudication of Disputes.** Unless the corporation consents in writing to the selection of an alternative forum, (a) the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (1) any derivative action or proceeding brought on behalf of the corporation, (2) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the corporation to the corporation or the corporation's stockholders, (3) any action asserting a claim arising pursuant to any provision of the DGCL, or (4) any action asserting a claim governed by the internal affairs doctrine, and (b) subject to the preceding provisions of this Section 48, the federal district courts of the United States of America shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the 1933 Act. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the corporation shall be deemed to have notice of and consented to the provisions of this Section 48."

Except as aforesaid, the Bylaws shall remain in full force and effect.

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