

CELGENE CORP /DE/
Form 3
September 26, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â CELGENE CORP /DE/ | | (Month/Day/Year) | SUTRO BIOPHARMA INC [STRO] | |
| (Last) | (First) | (Middle) | 09/26/2018 | |
| 86 MORRIS AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SUMMIT,Â NJÂ 07901 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | | | |
| | | Title | Amount or Number of Shares | | |

| | | | | | | | |
|---|--------------|--------------|-----------------|---------|---------------|---|---|
| Series C-2 Redeemable Convertible Preferred Stock | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 337,725 | \$ <u>(1)</u> | D | Â |
| Series D Redeemable Convertible Preferred Stock | Â <u>(2)</u> | Â <u>(2)</u> | Common Stock | 115,227 | \$ <u>(2)</u> | D | Â |
| Series D-2 Redeemable Convertible Preferred Stock | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock | 758,278 | \$ <u>(3)</u> | D | Â |
| Series E Redeemable Convertible Preferred Stock | Â <u>(4)</u> | Â <u>(4)</u> | Common Stock | 514,967 | \$ <u>(4)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CELGENE CORP /DE/ 86 MORRIS AVENUE SUMMIT, NJ 07901 | Â | Â | Â | Â |

Signatures

/s/ David Elkins, EVP and Chief Financial
Officer

09/26/2018

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Each share of Series C-2 redeemable convertible preferred stock is convertible into 0.0405 share of common stock without payment of
(1) further consideration and will automatically convert into 0.0405 share of common stock upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

Each share of Series D redeemable convertible preferred stock is convertible into 0.0405 share of common stock without payment of
(2) further consideration and will automatically convert into 0.0405 share of common stock upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

Each share of Series D-2 redeemable convertible preferred stock is convertible into 0.0419 share of common stock without payment of
(3) further consideration and will automatically convert into 0.0419 share of common stock upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

Each share of Series E redeemable convertible preferred stock is convertible into 0.0275 share of common stock without payment of
(4) further consideration and will automatically convert into 0.0275 share of common stock upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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