

CELGENE CORP /DE/
Form 4
October 02, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
CELGENE CORP /DE/

2. Issuer Name and Ticker or Trading Symbol
SUTRO BIOPHARMA INC [STRO]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
86 MORRIS AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/01/2018

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

SUMMIT, NJ 07901
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
							(1) (2) (3) (4)
Common Stock	10/01/2018		C		1,726,197	A	1,726,197
							D

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

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

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Upon closing of the Issuer's initial public offering, each share of Series C-2 redeemable convertible preferred stock automatically converted into 0.0405 share of Common Stock without payment of further consideration. The shares had no expiration date.

- (2) Upon closing of the Issuer's initial public offering, each share of Series D redeemable convertible preferred stock automatically converted into 0.0405 share of Common Stock without payment of further consideration. The shares had no expiration date.
- (3) Upon closing of the Issuer's initial public offering, each share of Series D-2 redeemable convertible preferred stock automatically converted into 0.0419 share of Common Stock without payment of further consideration. The shares had no expiration date.
- (4) Upon closing of the Issuer's initial public offering, each share of Series E redeemable convertible preferred stock automatically converted into 0.0275 share of Common Stock without payment of further consideration. The shares had 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.