

CELGENE CORP /DE/

Form 4

October 02, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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

SUMMIT, NJ 07901

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/01/2018		C	1,726,197	A	1,726,197	D
					(1) (2) (3) (4)		

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series C-2 Redeemable Convertible Preferred Stock	(1)	10/01/2018		C	8,338,892	(1)	(1)	Common Stock	337,
Series D Redeemable Convertible Preferred Stock	(2)	10/01/2018		C	2,845,114	(2)	(2)	Common Stock	115,
Series D-2 Redeemable Convertible Preferred Stock	(3)	10/01/2018		C	18,097,331	(3)	(3)	Common Stock	758,
Series E Redeemable Convertible Preferred Stock	(4)	10/01/2018		C	18,726,075	(4)	(4)	Common Stock	514,

Reporting Owners

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

Signatures

/s/ David V. Elkins, EVP and Chief Financial
Officer 10/02/2018

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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).
- (1)

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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.

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