

Merck & Co., Inc.
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 *

Merck & Co., Inc.

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

09/26/2018

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

4. Relationship of Reporting
Person(s) to Issuer

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

2000 GALLOPING HILL ROAD

(Street)

(Check all applicable)

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

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

KENILWORTH, NJ 07033

(City)

(State)

(Zip)

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)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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 Expiration
Exercisable Date

Title

Amount or
Number of
Shares

Series E Redeemable Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	2,056,843	\$ (1)	I	See Footnote (2)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Merck & Co., Inc. 2000 GALLOPING HILL ROAD KENILWORTH,Â NJÂ 07033	Â	Â X	Â	Â
Merck Sharp & Dohme Corp. ONE MERCK DRIVE WHITEHOUSE STATION,Â NJÂ 08889	Â	Â X	Â	Â

Signatures

Merck & Co., Inc. /s/ Faye C. Brown, Senior Assistant Secretary	09/26/2018
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__Signature of Reporting Person

Date

Merck Sharp & Dohme Corp. /s/ Faye C. Brown, Assistant Secretary	09/26/2018
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__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).

At any time at the holder's election, each share of the Issuer's Series E redeemable convertible preferred stock (the "Series E Preferred") is convertible into 0.0275 shares of the Issuer's common stock without payment or consideration. Upon the closing of the Issuer's sale of its common stock in its firm commitment underwritten initial public offering pursuant to a registration statement on Form S-1 (File No.

(1) 333-227103) under the Securities Act of 1933, as amended, each share of the Series E Preferred will automatically convert into 0.0275 shares of the Issuer's common stock without payment or consideration. The Series E Preferred has no expiration date. The number of underlying shares of common stock reported in Column 3 reflects a 36.3-for-1 reverse stock split that became effective on September 14, 2018.

(2) These securities are owned directly by Merck Sharp & Dohme Corp., which is a direct, wholly owned subsidiary of Merck & Co., Inc. ("Merck"). Merck is an indirect beneficial owner of the reported securities.

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.