

ADURO BIOTECH, INC.  
Form SC 13G/A  
December 19, 2017

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934\*  
(Amendment No. 1)\***

**Aduro Biotech, Inc.**

(Name of Issuer)

**Common Stock, par value \$0.0001 per share**

(Title of Class of Securities)

**00739L 10 1**

(CUSIP Number)

**December 19, 2017**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (Entities Only)  
NOVARTIS INSTITUTES FOR BIOMEDICAL RESEARCH, INC.

2 Check the Appropriate Box if a Member of a Group\*  
(a)   
(b)

3 SEC Use Only

4 Citizenship or Place of Organization  
DELAWARE

|   |   |                                       |
|---|---|---------------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5 | Sole Voting Power<br>0                |
|   | 6 | Shared Voting Power<br>3,170,528      |
|   | 7 | Sole Dispositive Power<br>0           |
|   | 8 | Shared Dispositive Power<br>3,170,528 |

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
3,170,528

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

11 Percent of Class Represented by Amount in Row 9  
4.1%

12 Type of Reporting Person  
CO

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1 Names of Reporting Persons  
 I.R.S. Identification Nos. of Above Persons (Entities Only)  
 NOVARTIS AG

2 Check the Appropriate Box if a Member of a Group\*  
 (a)   
 (b)

3 SEC Use Only

4 Citizenship or Place of Organization  
 SWITZERLAND

|   |   |                                       |
|---|---|---------------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5 | Sole Voting Power<br>0                |
|   | 6 | Shared Voting Power<br>3,170,528      |
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11 Percent of Class Represented by Amount in Row 9  
 4.1%

12 Type of Reporting Person  
 CO

**Item 1(a).**

Name of Issuer:

Aduro Biotech, Inc. (the Issuer )

**Item 1(b).**

Address of Issuer's Principal Executive Offices:

740 Heinz Avenue, Berkeley, CA 94710

**Item 2(a).**

Name of Person Filing:

This statement is filed on behalf of the following persons with respect to shares of common stock of the Issuer:

(i) Novartis Institutes for BioMedical Research, Inc.

(ii) Novartis AG.

The foregoing persons are hereinafter referred to collectively as the Reporting Persons.

**Item 2(b).**

Address of Principal Business Office or, if none, Residence:

The address of the principal business office of Novartis Institutes for BioMedical Research, Inc. is 250 Massachusetts Avenue, Cambridge MA 02139.

The address of the principal business office of Novartis AG is Lichtstrasse 35, 4056 Basel, Switzerland.

**Item 2(c).**

Citizenship:

Novartis Institutes for BioMedical Research, Inc. is a corporation organized under the laws of the State of Delaware and is an indirect wholly-owned subsidiary of Novartis AG.

Novartis AG is a corporation organized under the laws of Switzerland and is the publicly owned parent of Novartis Institutes for BioMedical Research, Inc.

**Item 2(d).**

Title of Class of Securities:

Common Stock, par value \$0.0001 per share (the Common Stock )

**Item 2(e).**

CUSIP Number:

00739L 10 1

**Item 3.**

Not applicable.

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the Issuer identified in Item 1.

(a) Amount beneficially owned:

Novartis Institutes for BioMedical Research, Inc. is the record owner of 3,170,528 shares of Common Stock of Aduro Biotech, Inc. As the indirect parent of Novartis Institutes for BioMedical Research, Inc., Novartis AG may be deemed to beneficially own these securities.

(b) Percent of class:

4.1%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

Not applicable.

(ii) Shared power to vote or to direct the vote:

3,170,528

(iii) Sole power to dispose or to direct the disposition of:

Not applicable.

(iv) Shared power to dispose or to direct the disposition of:

3,170,528

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 19, 2017

NOVARTIS INSTITUTES FOR BIOMEDICAL RESEARCH, INC.

By: /s/ Revathi Rammohan  
Name: Revathi Rammohan  
Title: Chief Financial Officer

NOVARTIS AG

By: /s/ Jean-Baptiste Emery  
Name: Jean-Baptiste Emery  
Title: Authorized Signatory

By: /s/ Felix Eichhorn  
Name: Felix Eichhorn  
Title: Authorized Signatory

INDEX EXHIBIT

**SCHEDULE 13G**

| <b>Exhibit Number</b> |                        | <b>Exhibit Description</b> |
|-----------------------|------------------------|----------------------------|
| 99                    | Joint Filing Agreement |                            |

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