

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Merck & Co., Inc. | | (Month/Day/Year) | SUTRO BIOPHARMA INC [STRO] | |
| (Last) | (First) | (Middle) | 09/26/2018 | |
| 2000 GALLOPING HILL ROAD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| KENILWORTH,Â NJÂ 07033 | | | <input type="checkbox"/> Director | <input checked="" 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 type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" 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)

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 Exercisable | Expiration 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) |
|---|-------|-------|-----------------|-----------|--------|---|------------------|

Reporting Owners

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

Signatures

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

__Signature of Reporting Person Date

Merck Sharp & Dohme Corp. /s/ Faye C. Brown, Assistant Secretary 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).

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.