

ADURO BIOTECH, INC.
Form 8-K
April 20, 2015

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 20, 2015

Aduro Biotech, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-37345
(Commission

File Number)

94-3348934
(IRS Employer

Identification No.)

626 Bancroft Way, 3C

Berkeley, California
(Address of principal executive offices)

94710
(Zip Code)

Registrant's telephone number, including area code: (510) 848-4400

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.03 Amendments to Articles of Incorporation or Bylaws.

Amendment and Restatement of Certificate of Incorporation

On April 20, 2015, Aduro Biotech, Inc., a Delaware corporation (the "Company"), filed an amended and restated certificate of incorporation (the "Restated Certificate") with the Secretary of State of the State of Delaware in connection with the closing of the Company's initial public offering of shares of its common stock. The Company's board of directors and stockholders previously approved the Restated Certificate effective as of and contingent upon the closing of the Company's initial public offering. A copy of the Restated Certificate is filed herewith as Exhibit 3.1 and is incorporated herein by reference.

Amendment and Restatement of Bylaws

Effective as of April 20, 2015, the Company adopted amended and restated bylaws (the "Restated Bylaws") in connection with the closing of the Company's initial public offering of shares of its common stock. The Company's board of directors and stockholders previously approved the Restated Bylaws effective as of and contingent upon the closing of the Company's initial public offering. A copy of the Restated Bylaws is filed herewith as Exhibit 3.2 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

No.	Description
3.1	Amended and Restated Certificate of Incorporation of Aduro Biotech, Inc.
3.2(1)	Amended and Restated Bylaws of Aduro Biotech, Inc.

(1) Previously filed as Exhibit 3.5 to the Company's Registration Statement on Form S-1, as amended (File No. 333-202667), filed with the Commission on April 6, 2015, and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: April 20, 2015

Aduro Biotech, Inc.

By: /s/ Jennifer Lew
Jennifer Lew
Senior Vice President of Finance

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INDEX TO EXHIBITS

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