

ADURO BIOTECH, INC.
Form SC 13G/A
January 22, 2019

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b),(c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(Amendment No. 1)¹

Aduro Biotech, Inc.
(Name of Issuer)

Common Stock, \$.0001 par value
(Title of Class of Securities)

00739L101
(CUSIP Number)

December 31, 2018
(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)

¹ 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 disclosures provided in a prior cover page. The information required on 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 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP No. 00739L101

1. NAME OF
REPORTING
PERSON
S.S. OR I.R.S.
IDENTIFICATION
NO. OF ABOVE
PERSON

Johnson & Johnson
EIN: 22-1024240

2. CHECK
THE
APPROPRIATE
BOX
IF
A (a) []
MEMBER
OF
A
GROUP

3. SEC USE ONLY

4. CITIZENSHIP OR
PLACE OF
ORGANIZATION

New Jersey

5. SOLE VOTING
POWER
-0-

6. NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

SHARED
VOTING
POWER
3,906,207*
7. SOLE
DISPOSITIVE
POWER

-0-

8. SHARED
DISPOSITIVE
POWER

3,906,207*

9. AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

3,906,207*

10. CHECK
BOX
IF
THE
AGGREGATE
AMOUNT
IN []
ROW
(9)
EXCLUDES
CERTAIN
SHARES

11. PERCENT OF
CLASS
REPRESENTED
BY AMOUNT IN
ROW (9)

4.9%**

12. TYPE OF
REPORTING
PERSON

CO

* As of December 31, 2018.

** Based on 79,404,084 shares of Common Stock outstanding as of October 26, 2018, as reported in the Issuer's Report on Form 10-Q for the period ended September 30, 2018 filed with the Securities and Exchange Commission on October 30, 2018.

CUSIP No. 00739L101

NAME OF
REPORTING
PERSON
S.S. OR I.R.S.
IDENTIFICATION
NO. OF ABOVE
PERSON

1. Johnson & Johnson
Innovation-JJDC,
Inc.
EIN: 22-2007137

CHECK
THE
APPROPRIATE
BOX
IF

2. A (a) ☐
MEMBER]
OF
A
GROUP

SEC USE ONLY

- 3.

CITIZENSHIP OR
PLACE OF
ORGANIZATION

- 4.

New Jersey

SOLE VOTING
POWER

- 5.

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

SHARED
VOTING
POWER

- 6.

3,906,207*

WITH

SOLE
DISPOSITIVE
POWER

7.

-0-

8. SHARED
DISPOSITIVE
POWER

3,906,207*

AGGREGATE
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CHECK
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ROW
(9)

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SHARES

PERCENT OF
CLASS
REPRESENTED
BY AMOUNT IN
ROW (9)

11.

4.9%**

TYPE OF
REPORTING
PERSON

12.

CO

* As of December 31, 2018.

** Based on 79,404,084 shares of Common Stock outstanding as of October 26, 2018, as reported in the Issuer's Report on Form 10-Q for the period ended September 30, 2018 filed with the Securities and Exchange Commission on October 30, 2018.

CUSIP No. 00739L101

AMENDMENT NO. 1 TO SCHEDULE 13G (FINAL AMENDMENT)

Reference is hereby made the statement on Schedule 13G filed with the Securities and Exchange Commission by the Reporting Persons with respect to the Common Stock of the Issuer on February 12, 2016 (the "Schedule 13G"). Terms defined in the Schedule 13G are used herein as so defined.

The following items of the Schedule 13G are amended and restated to read in their entirety as follows:

ITEM 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

740 Heinz Avenue, Berkeley, CA 94710

ITEM 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE:

J&J: One Johnson & Johnson Plaza, New Brunswick, NJ 08933

JJDC: 410 George Street, New Brunswick NJ 08901

OWNERSHIP:

(a) through (c)

ITEM 4

The information set forth in the cover pages to this Amendment No. 1 to Schedule 13G is incorporated herein by reference thereto.

OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

ITEM 5

If this statement is being filed to report the fact that the Reporting Persons have ceased to be beneficial owners of more than five percent of the Common Stock, check the following: [X].

CUSIP No. 00739L101

SIGNATURE

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

Dated: January 22, 2019

JOHNSON & JOHNSON

By: /s/ Thomas Spellman III
Name: Thomas Spellman III
Title: Secretary

JOHNSON & JOHNSON
INNOVATION-JJDC, INC.

By: /s/ Kevin Norman
Name: Kevin Norman
Title: Assistant Secretary