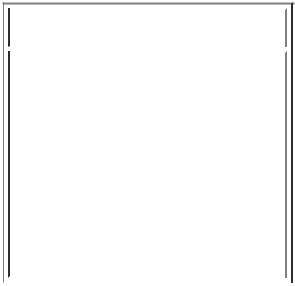
The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it

is accurate and complete.

The reader should not assume that the information is accurate and complete.



|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| UNITED STATES SECURITIES AND EXCHANGE COMMISSION | | |  |  | OMB APPROVAL | |  |  |  |
|  |  |  |  |  |  |  |
|  |  | OMB | 3235- |  |  |  |
|  | Washington, D.C. 20549 | |  |  |  |  |  |
|  |  |  | Number: | 0076 |  |  |  |
|  | FORM D | |  |  |  |  |  |
|  |  |  | Estimated average | | |  |  |
|  |  |  |  |  |  |  |
|  | Notice of Exempt Offering of Securities | |  |  | burden |  |  |  |  |
|  |  |  | hours per |  |  |  |  |
|  |  |  |  |  | 4.00 |  |  |  |
|  |  |  |  |  | response: |  |  |  |
|  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |
| 1. Issuer's Identity |  |  |  |  |  |  |  |  |  |
| **CIK (Filer ID Number)** | **Previous** | X None | **Entity Type** | | |  |  |  |  |
| **Names** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |



[0001649094](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001649094)

**Name of Issuer**

SutroVax, Inc.

**Jurisdiction of**

**Incorporation/Organization**

DELAWARE

**Year of Incorporation/Organization**

Over Five Years Ago

X Within Last Five Years (Specify Year) 2013 Yet to Be Formed

2. Principal Place of Business and Contact Information

**Name of Issuer**

SutroVax, Inc.

**Street Address 1**

353 Hatch Dr.

**City** **State/Province/Country**

Foster City CALIFORNIA

3. Related Persons

* Corporation Limited Partnership Limited Liability Company General Partnership Business Trust

Other (Specify)

**Street Address 2**

**ZIP/PostalCode** **Phone Number of Issuer**

94404 650-837-0111

|  |  |  |  |
| --- | --- | --- | --- |
| **Last Name** |  | **First Name** | **Middle Name** |
| Pickering | Grant |  |  |
| **Street Address 1** |  | **Street Address 2** |  |
| 353 Hatch Dr |  |  |  |
| **City** | **State/Province/Country** | | **ZIP/PostalCode** |
| Foster City | CALIFORNIA | | 94404 |
| **Relationship:** X Executive Officer X Director | | Promoter |  |
| Clarification of Response (if Necessary): | |  |  |
|  |  |  |  |
| **Last Name** |  | **First Name** | **Middle Name** |
| Khanna | Ashish |  |  |
| **Street Address 1** |  | **Street Address 2** |  |
| 353 Hatch Dr. |  |  |  |
| **City** | **State/Province/Country** | | **ZIP/PostalCode** |
| Foster City | CALIFORNIA | | 94404 |
| **Relationship:** X Executive Officer | Director | Promoter |  |



Clarification of Response (if Necessary):



|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Last Name** | |  | **First Name** | **Middle Name** |
| Sun |  | Elaine |  |  |
| **Street Address 1** | |  | **Street Address 2** |  |
| 353 Hatch Dr |  |  |  |  |
|  | **City** |  | **State/Province/Country** | **ZIP/PostalCode** |
| Foster City |  | CALIFORNIA | | 94404 |
| **Relationship:** X Executive Officer | | Director | Promoter |  |
| Clarification of Response (if Necessary): | | |  |  |
|  | |  |  |  |
| **Last Name** | |  | **First Name** | **Middle Name** |
| Fairman |  | Jeff |  |  |
| **Street Address 1** | |  | **Street Address 2** |  |
| 353 Hatch Dr |  |  |  |  |
|  | **City** |  | **State/Province/Country** | **ZIP/PostalCode** |
| Foster City |  | CALIFORNIA | | 94404 |
| **Relationship:** X Executive Officer | | Director | Promoter |  |
| Clarification of Response (if Necessary): | | |  |  |
|  | |  |  |  |
| **Last Name** | |  | **First Name** | **Middle Name** |
| von Emster |  | Kurt |  |  |
| **Street Address 1** | |  | **Street Address 2** |  |
| 3000 Sand Hill Rd., Bldg. 1 | | Suite 145 | |  |
|  | **City** |  | **State/Province/Country** | **ZIP/PostalCode** |
| Menlo Park |  | CALIFORNIA | | 94025 |
| **Relationship:** | Executive Officer X Director | | Promoter |  |
| Clarification of Response (if Necessary): | | |  |  |
|  | |  |  |  |
| **Last Name** | |  | **First Name** | **Middle Name** |
| Enright |  | Patrick | |  |
| **Street Address 1** | |  | **Street Address 2** |  |
| 800 El Camino Real, Suite 220 | |  |  |  |
|  | **City** |  | **State/Province/Country** | **ZIP/PostalCode** |
| Menlo Park |  | CALIFORNIA | | 94025 |
| **Relationship:** | Executive Officer X Director | | Promoter |  |
| Clarification of Response (if Necessary): | | |  |  |
|  | |  |  |  |
| **Last Name** | |  | **First Name** | **Middle Name** |
| Saxton |  | Tracy |  |  |
| **Street Address 1** | |  | **Street Address 2** |  |
| 1700 Owens St., Suite 595 | |  |  |  |
|  | **City** |  | **State/Province/Country** | **ZIP/PostalCode** |
| San Francisco |  | CALIFORNIA | | 94158 |
| **Relationship:** | Executive Officer X Director | | Promoter |  |
| Clarification of Response (if Necessary): | | |  |  |
|  | |  |  |  |
| **Last Name** | |  | **First Name** | **Middle Name** |
| Heron |  | Patrick | |  |
| **Street Address 1** | |  | **Street Address 2** |  |
| 601 Union St., Suite 3200 | |  |  |  |
|  | **City** |  | **State/Province/Country** | **ZIP/PostalCode** |
| Seattle |  | WASHINGTON | | 98101 |



|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Relationship:** | Executive Officer X Director | | Promoter |  |
| Clarification of Response (if Necessary): | | |  |  |
|  | |  |  |  |
| **Last Name** | |  | **First Name** | **Middle Name** |
| Hirth |  | Peter |  |  |
| **Street Address 1** | |  | **Street Address 2** |  |
| 3773 Howard Hughes Parkway So | |  |  |  |
|  | **City** |  | **State/Province/Country** | **ZIP/PostalCode** |
| Las Vegas |  | NEVADA | | 89169 |
| **Relationship:** | Executive Officer X Director | | Promoter |  |
| Clarification of Response (if Necessary): | | |  |  |
|  | |  |  |  |
| **Last Name** | |  | **First Name** | **Middle Name** |
| Newell |  | William | |  |
| **Street Address 1** | |  | **Street Address 2** |  |
| 353 Hatch Dr |  |  |  |  |
|  | **City** |  | **State/Province/Country** | **ZIP/PostalCode** |
| Foster City |  | CALIFORNIA | | 94404 |
| **Relationship:** | Executive Officer X Director | | Promoter |  |



Clarification of Response (if Necessary):



4. Industry Group

Agriculture

Banking & Financial Services Commercial Banking Insurance

Investing

Investment Banking

Pooled Investment Fund

Is the issuer registered as

an investment company under the Investment Company Act of 1940?

Yes No

Other Banking & Financial Services

Business Services

Energy

Coal Mining

Electric Utilities

Energy Conservation

Environmental Services

Oil & Gas

Other Energy

5. Issuer Size

**Revenue Range** **OR**

No Revenues

$1 - $1,000,000

$1,000,001 - $5,000,000

|  |  |  |
| --- | --- | --- |
| Health Care | Retailing |  |
| X Biotechnology | Restaurants |  |
|  |  |
| Health Insurance | Technology |  |
| Hospitals & Physicians | Computers |  |
| Pharmaceuticals | Telecommunications |  |
| Other Health Care | Other Technology |  |
| Manufacturing | Travel |  |
| Real Estate | Airlines & Airports |  |
| Commercial | Lodging & Conventions |  |
|  |  |
| Construction | Tourism & Travel Services |  |
|  |  |
| REITS & Finance | Other Travel |  |
|  |  |
| Residential | Other |  |
|  |  |
| Other Real Estate |  |  |

**Aggregate Net Asset Value Range**

No Aggregate Net Asset Value

$1 - $5,000,000

$5,000,001 - $25,000,000

|  |  |  |  |
| --- | --- | --- | --- |
| $5,000,001 - | $25,000,001 | - $50,000,000 |  |
| $25,000,000 |  |  |  |
| $25,000,001 - | $50,000,001 | - $100,000,000 |  |
| $100,000,000 |  |
|  |  |  |
| Over $100,000,000 | Over $100,000,000 | |  |
| X Decline to Disclose | Decline to Disclose | |  |
| Not Applicable | Not Applicable | |  |

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Investment Company Act Section 3(c)

Rule 504(b)(1) (not (i), (ii) or (iii))

Rule 504 (b)(1)(i)

Rule 504 (b)(1)(ii)

Rule 504 (b)(1)(iii)

Rule 505

X Rule 506(b)

Rule 506(c)

Securities Act Section 4(a)(5)

7. Type of Filing

Section 3(c)(1) Section 3(c)(9)

Section 3(c)(2) Section 3(c)(10)

Section 3(c)(3) Section 3(c)(11)

Section 3(c)(4) Section 3(c)(12)

Section 3(c)(5) Section 3(c)(13)

Section 3(c)(6) Section 3(c)(14)

Section 3(c)(7)

X New Notice Date of First Sale 2017-03-03 First Sale Yet to Occur

Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| 9. Type(s) of Securities Offered (select all that apply) | |  |  |  |  |  |
| X Equity |  |  | Pooled Investment Fund Interests | |  |  |
| Debt |  |  | Tenant-in-Common Securities | |  |  |
| Option, Warrant or Other Right to Acquire Another Security | | | Mineral Property Securities | |  |  |
| Security to be Acquired Upon Exercise of Option, Warrant or | | | Other (describe) |  |  |  |
| Other Right to Acquire Security |  |  |  |  |  |
|  |  |  |  |  |  |
| 10. Business Combination Transaction |  |  |  |  |  |  |
| Is this offering being made in connection with a business combination transaction, such as | | | | Yes X No |  |  |
| a merger, acquisition or exchange offer? |  |  |  |  |  |
|  |  |  |  |  |  |
| Clarification of Response (if Necessary): |  |  |  |  |  |  |
| 11. Minimum Investment |  |  |  |  |  |  |
| Minimum investment accepted from any outside investor $0 USD | | |  |  |  |  |
| 12. Sales Compensation |  |  |  |  |  |  |
| Recipient |  | Recipient CRD Number X None | |  |  |  |
| (Associated) Broker or Dealer X None |  | (Associated) Broker or Dealer CRD Number X None | | |  |  |
| **Street Address 1** |  |  | **Street Address 2** | |  |  |
| City |  | State/Province/Country | |  | ZIP/Postal Code |  |
| State(s) of Solicitation (select all that apply) | All States | Foreign/non-US | |  |  |  |
| Check “All States” or check individual States |  |  |  |
|  |  |  |  |  |  |

13. Offering and Sales Amounts

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Total Offering Amount | $60,150,027 | USD or | | Indefinite |
| Total Amount Sold | $40,100,007 | USD |  |  |
| Total Remaining to be Sold $20,050,020 | | USD | or | Indefinite |

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.



|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as |  |  |  |  |
|  | |  |  |
|  | 9 |  |  |
| accredited investors, enter the total number of investors who already have invested in the offering: |  |  |  |  |
|  |  |  |  |
|  |  |  |  |



15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions

$0 USD

Estimate

Finders' Fees

$0 USD

Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission



In submitting this notice, each issuer named above is:

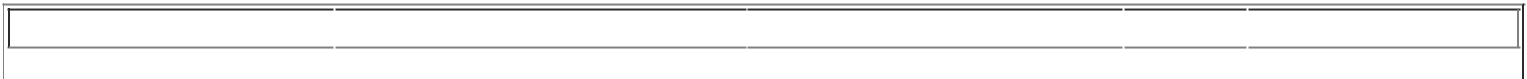
Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*

Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.



**Issuer**  **Signature**  **Name of Signer**  **Title**  **Date**

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Issuer** |  | **Signature** |  | **Name of Signer** |  | **Title** |  | **Date** |  |
|  |  |  |  |  |  |  |  |  | |  |
|  | SutroVax, Inc. |  | /s/Grant Pickering |  | Grant Pickering |  | CEO |  | 2017-03-17 |  |
|  |  |  |  |  |  |  |  |  |  |  |



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 number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

