



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

DIVISION OF  
CORPORATION FINANCE

Mail Stop 4628

August 23, 2018

William J. Newell  
Chief Executive Officer  
Sutro Biopharma, Inc.  
310 Utah Avenue, Suite 150  
South San Francisco, CA 94080

**Re: Sutro Biopharma, Inc.  
Amendment No. 1 to Draft Registration Statement on Form S-1  
Response dated August 20, 2018  
CIK No. 0001382101**

Dear Mr. Newell:

We have reviewed your response letter and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by providing the requested information and either submitting an amended draft registration statement or publicly filing your registration statement on EDGAR. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing the information you provide in response to these comments and your amended draft registration statement or filed registration statement, we may have additional comments.

General

1. Please disclose the specific indication(s) for the Immuno-oncology Bispecific Antibody (bsAb) product candidate in your Celgene collaboration program or tell us why you are not able to do so.
2. While we do not object to a narrative discussion of your discovery and preclinical programs in the Prospectus Summary or the inclusion of your discovery program and preclinical programs as a graphic in the Business section, we believe that presenting these programs as a prominent graphic in the Prospectus Summary is not appropriate given that the product candidates have yet to be identified and these programs remain in the discovery or preclinical development stage and may not reach any of the clinical stages. In addition, please expand this graphic to include additional columns reflecting the clinical stage phases to describe each program's progress toward clinical development.

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You may contact Wei Lu, Staff Accountant, at (202) 551-3725 or Ethan Horowitz, Accounting Branch Chief, at 202-551-3311 if you have questions regarding comments on the financial statements and related matters. Please contact Irene Barberena-Meissner, Staff Attorney, at (202) 551-6548 or Kevin Dougherty, Staff Attorney, at (202) 551-3271 with any other questions.

Sincerely,

/s/ John Reynolds

John Reynolds  
Assistant Director  
Office of Natural Resources

cc: Rob Freedman, Esq.  
Fenwick & West LLP