
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Sutro Biopharma, Inc.

(Name of Issuer)

**Common Stock, \$0.001 par value
(Title of Class of Securities)**

**869367102
(CUSIP Number)**

December 31, 2020

(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)

* 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 the disclosures provided in a prior cover page. The information required in 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, as amended ("Act"), or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

CUSIP No. 869367102

1	NAMES OF REPORTING PERSONS BRISTOL-MYERS SQUIBB COMPANY 22-0790350	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, U.S.A.	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 1,726,197 ⁽¹⁾
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 1,726,197 ⁽¹⁾
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,726,197 ⁽¹⁾	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.8% ⁽²⁾	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO	

(1) See Item 4 below.

(2) The percentage ownership interest is determined based on 45,892,331 shares of Common Stock of the Issuer outstanding as of March 11, 2021 as disclosed in the Issuer's Form 10-K filed with the Securities and Exchange Commission (the "SEC") on March 18, 2021.

1	NAMES OF REPORTING PERSONS CELGENE CORPORATION 22-2711928	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, U.S.A.	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 1,726,197 ⁽¹⁾
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 1,726,197 ⁽¹⁾
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,726,197 ⁽¹⁾	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.8% ⁽²⁾	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO	

(1) See Item 4 below.

(2) The percentage ownership interest is determined based on 45,892,331 shares of Common Stock of the Issuer outstanding as of March 11, 2021 as disclosed in the Issuer's Form 10-K filed with the SEC on March 18, 2021.

Reference is hereby made to the statement on Schedule 13G filed with the SEC by Celgene Corporation (“Celgene”) with respect to the Common Stock of the Issuer on February 10, 2020 (the “Schedule 13G”). This Amendment No. 1 of the Schedule 13G is being jointly filed by: (i) Bristol-Myers Squibb Company (“BMS”) and (ii) Celgene. On November 20, 2019 (the “Closing Date”), BMS completed its acquisition of Celgene pursuant to the terms and conditions of the Agreement and Plan of Merger (the “Merger Agreement”), dated as of January 2, 2019, by and among BMS, Burgundy Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of BMS (“Merger Sub”), and Celgene. Under the Merger Agreement, on the Closing Date, Merger Sub merged with and into Celgene, with Celgene surviving as a direct wholly owned subsidiary of BMS. 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 2(a). Name of Persons Filing:

- BMS
- Celgene

Item 2(b). Address of Principal Business Office or, if none, Residence:

Bristol-Myers Squibb Company
430 East 29th Street
New York, NY 10016

Celgene Corporation
86 Morris Avenue
Summit, NJ 07901

Item 2(c). Citizenship:

Delaware, U.S.A.

Item 2(d). Title of Class of Securities:

Common Stock, \$0.001 par value

Item 2(e). CUSIP Number:

869367102

Item 4. Ownership.

(a) Amount beneficially owned:

1,726,197 shares of Common Stock of the Issuer*

(b) Percent of class: 3.8%**

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

0

(ii) Shared power to vote or to direct the vote:

1,726,197 shares of Common Stock of the Issuer*

(iii) Sole power to dispose or to direct the disposition of:

0

(iv) Shared power to dispose or to direct the disposition of:

1,726,197 shares of Common Stock of the Issuer*

* Celgene, a direct wholly owned subsidiary of BMS, is the record holder of 1,726,197 shares of Common Stock of the Issuer. BMS does not directly own any shares of Common Stock of the Issuer. By reason of the provisions of Rule 13d-3 under the Act, BMS is deemed to own beneficially the Common Stock that Celgene owns as a record holder.

** The percentage ownership interest is determined based on 45,892,331 shares of Common Stock of the Issuer outstanding as of March 11, 2021 as disclosed in the Issuer's Form 10-K filed with the SEC on March 18, 2021.

Item 5. Ownership of Five Percent or Less of a Class.

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

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

Exhibit Description

[99.1](#) Joint Filing Agreement, dated April 5, 2021, between BMS and Celgene.

SIGNATURE

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

Date: April 5, 2021

BRISTOL-MYERS SQUIBB COMPANY

/s/ Katherine R. Kelly

Name: Katherine R. Kelly

Title: Corporate Secretary

CELGENE CORPORATION

/s/ Phil M. Holzer

Name: Phil M. Holzer

Title: President

Joint Filing Agreement

The persons below hereby agree that the Schedule 13G to which this agreement is attached as an exhibit, as well as all future amendments to such Schedule 13G, shall be filed jointly on behalf of each of them. This agreement is intended to satisfy the requirements of Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934. The undersigned also agree that all subsequent amendments to this statement on Schedule 13G may be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements.

EXECUTED this fifth day of April, 2021.

BRISTOL-MYERS SQUIBB COMPANY

By: /s/ Katherine R. Kelly

Name: Katherine R. Kelly

Title: Corporate Secretary

CELGENE CORPORATION

By: /s/ Phil M. Holzer

Name: Phil M. Holzer

Title: President
