

Novartis Institutes for BioMedical Research, Inc.

Form 3

April 18, 2018

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *Â Novartis Institutes for
BioMedical Research, Inc.

(Last)

(First)

(Middle)

250 MASSACHUSETTS
AVENUE

(Street)

CAMBRIDGE,Â MAÂ 02139

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/18/2018

3. Issuer Name **and** Ticker or Trading Symbol
Surface Oncology, Inc. [SURF]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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 control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Series A Preferred Stock	Â (1)	Â (1)	Common Stock	2,272,726	\$ (1)	D (2)	Â
Series A-1 Preferred Stock	Â (3)	Â (3)	Common Stock	909,090	\$ (3)	D (2)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Novartis Institutes for BioMedical Research, Inc. 250 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139	Â	Â X	Â	Â
NOVARTIS AG LICHTSTRASSE 35 BASEL, V 8 CH 4056	Â	Â X	Â	Â

Signatures

NOVARTIS INSTITUTES FOR BIOMEDICAL RESEARCH, INC., By: /s/ Scott Brown, Authorized Signatory	04/18/2018
<u>Signature of Reporting Person</u>	Date
NOVARTIS AG, By: /s/ Christian Rehm, Authorized Signatory	04/18/2018
<u>Signature of Reporting Person</u>	Date
By: /s/ Katja Roth Pellanda, Authorized Signatory	04/18/2018
<u>Signature of Reporting Person</u>	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The 1,571,429 shares of Series A Preferred Stock held by the Reporting Person will automatically convert upon the closing of the Issuer's
- (1) initial public offering into the number of shares of the Issuer's Common Stock shown in column 3 without payment or further consideration. The shares have no expiration date.
 - (2) The shares are held directly by Novartis Institutes for BioMedical Research, Inc. ("NIBRI"). NIBRI is an indirect wholly-owned subsidiary of, and controlled by, Novartis AG.
- The 5,214,286 shares of Series A-1 Preferred Stock held by the Reporting Person will automatically convert upon the closing of the
- (3) Issuer's initial public offering into the number of shares of the Issuer's Common Stock shown in column 3 without payment or further consideration. The shares have no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.