

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: 3235-0104  
 Expires: January 31, 2015  
 Estimated 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 \*  
 Novartis Institutes for BioMedical Research, Inc.

2. Date of Event Requiring Statement  
 (Month/Day/Year)  
 04/18/2018

3. Issuer Name and Ticker or Trading Symbol  
 Surface Oncology, Inc. [SURF]

(Last) (First) (Middle)

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

250 MASSACHUSETTS AVENUE

(Check all applicable)

(Street)

\_\_\_ 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

CAMBRIDGE, MA 02139

(City) (State) (Zip)

**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)

3. Title and Amount of Securities Underlying Derivative Security  
 (Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership  
 (Instr. 5)

Date Exercisable Expiration Date Title Amount or Number of

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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, V8 CH 4056	Â	Â X	Â	Â

## Signatures

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