

<b>OMB APPROVAL</b>	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>GORDON CARL L</u>  (Last) (First) (Middle) C/O ORBIMED ADVISORS, LLC 601 LEXINGTON AVENUE, 54TH FLOOR  (Street) NEW YORK NY 10022  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/25/2018	3. Issuer Name and Ticker or Trading Symbol <u>ARMO BioSciences, Inc. [ ARMO ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
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**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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Convertible Preferred Stock	(4)	(4)	Common Stock	1,783,704	4.7093	I	See Footnotes <sup>(1)(3)</sup>
Series B Convertible Preferred Stock	(4)	(4)	Common Stock	1,226,156	6.1221	I	See Footnotes <sup>(1)(3)</sup>
Series C Convertible Preferred Stock	(4)	(4)	Common Stock	415,869	12.3487	I	See Footnotes <sup>(1)(3)</sup>
Series C-1 Convertible Preferred Stock	(4)	(4)	Common Stock	283,627	12.3487	I	See Footnotes <sup>(1)(3)</sup>
Series B-1 Convertible Preferred Stock	(4)	(4)	Common Stock	332,271	9.9316	I	See Footnotes <sup>(2)(3)</sup>
Series C Convertible Preferred Stock	(4)	(4)	Common Stock	45,961	12.3487	I	See Footnotes <sup>(2)(3)</sup>
Series C-1 Convertible Preferred Stock	(4)	(4)	Common Stock	31,315	12.3487	I	See Footnotes <sup>(2)(3)</sup>

**Explanation of Responses:**

- These Shares are held of record by OrbiMed Private Investments IV, LP ("OPI IV"). OrbiMed Capital GP IV LLC ("GP IV") is the general partner of OPI IV, and OrbiMed Advisors LLC ("Advisors"), a registered adviser under the Investment Advisers Act of 1940, as amended, is the managing member of GP IV. By virtue of such relationships, GP IV and Advisors may be deemed to have voting and investment power over the securities held by OPI IV and as a result may be deemed to have beneficial ownership over such securities.
- These Shares are held of record by OrbiMed Private Investments V, LP ("OPI V"). OrbiMed Capital GP V LLC ("GP V") is the general partner of OPI V, and Advisors is the managing member of GP V. By virtue of such relationships, GP IV and Advisors may be deemed to have voting and investment power over the securities held by OPI V and as a result may be deemed to have beneficial ownership over such securities. The Reporting Person is a member of Advisors.
- Each of GP IV, GP V, Advisors and the Reporting Person disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of its or his pecuniary interest therein, if any. This report on Form 3 shall not be deemed an admission that any of the reporting persons is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.
- The Series A Convertible Preferred Stock, the Series B Convertible Preferred Stock, the Series B-1 Convertible Preferred Stock, the Series C Convertible Preferred Stock and the Series C-1 Convertible Preferred Stock shall automatically convert into Common Stock on a 1-for-1 basis immediately prior to the completion of the Issuer's initial public offering and has no expiration date.

**Remarks:**

/s/ Scott Paraker, Attorney-in-Fact 01/25/2018

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of ARMO BioSciences, Inc., a Delaware corporation (the "Company") hereby constitutes and appoints each of the persons listed on Exhibit A attached hereto, the undersigned's true and lawful attorney-in-fact to:

(1) complete and execute Form ID, "Update Passphrase Confirmation" form and Forms 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his or her discretion determined to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and

(2) do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorney-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 18 day of January, 2018.

/s/ Carl L. Gordon

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Carl L. Gordon