

Merck & Co., Inc.  
Form 3  
April 03, 2019

**FORM 3**

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

OMB APPROVAL

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**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 \*

Merck & Co., Inc.

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

04/03/2019

3. Issuer Name **and** Ticker or Trading Symbol

NGM BIOPHARMACEUTICALS INC [NGM]

4. Relationship of Reporting  
Person(s) to Issuer

5. 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

2000 GALLOPING HILL ROAD

(Street)

KENILWORTH, NJ 07033

(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)

Date Expiration  
Exercisable Date

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

Title Amount or  
Number of  
Shares

4. Conversion  
or Exercise  
Price of  
Derivative  
Security

5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

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

|                                      |       |       |              |               |        |   |                  |
|--------------------------------------|-------|-------|--------------|---------------|--------|---|------------------|
| Series E Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 8,833,333 (1) | \$ (1) | I | See Footnote (2) |
|--------------------------------------|-------|-------|--------------|---------------|--------|---|------------------|

## Reporting Owners

| Reporting Owner Name / Address                                                 | Relationships |           |         |       |
|--------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                | Director      | 10% Owner | Officer | Other |
| Merck & Co., Inc.<br>2000 GALLOPING HILL ROAD<br>KENILWORTH,Â NJÂ 07033        | Â             | Â X       | Â       | Â     |
| Merck Sharp & Dohme Corp.<br>ONE MERCK DRIVE<br>WHITEHOUSE STATION,Â NJÂ 08889 | Â             | Â X       | Â       | Â     |

## Signatures

|                                                                 |            |
|-----------------------------------------------------------------|------------|
| Merck & Co., Inc. /s/ Faye C. Brown, Senior Assistant Secretary | 04/03/2019 |
| __Signature of Reporting Person                                 | Date       |

|                                                                   |            |
|-------------------------------------------------------------------|------------|
| Merck Sharp & Dohme Corp., /s/ Faye C. Brown, Assistant Secretary | 04/03/2019 |
| __Signature of Reporting Person                                   | 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 number of shares of common stock reflects a 1-for-2 reverse stock split, which became effective March 22, 2019. Each share of the Issuer's Series E Preferred Stock is convertible into the Issuer's common stock on a 1-for-2 basis and has no expiration date. The number
- (1) of underlying shares of common stock reported in Column 3 reflects the 1-for-2 reverse stock split pursuant to which every 2 shares of Preferred Stock will convert into one share of common stock of the Issuer, effective upon the closing of the Issuer's initial public offering, for no additional consideration.
- (2) These securities are owned directly by Merck Sharp & Dohme Corp., which is a direct, wholly owned subsidiary of Merck & Co., Inc. ("Merck"). Merck is an indirect beneficial owner of the reported securities.

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.