

MACROGENICS INC  
Form 4  
January 11, 2016

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
Stein Kathryn E

(Last) (First) (Middle)

9640 MEDICAL CENTER DRIVE

(Street)

ROCKVILLE, MD 20850

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MACROGENICS INC [MGNX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/07/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP, Product Dev. & Regulatory

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/07/2016		M		6,658	A	\$ 0.94
Common Stock	01/07/2016		M		8,895	A	\$ 0.94
Common Stock	01/07/2016		M		4,421	A	\$ 0.94
Common Stock	01/07/2016		M		13,316	A	\$ 0.94
Common Stock	01/07/2016		M		19,060	A	\$ 0.71

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 0.94	01/07/2016		M		6,658		07/10/2010	01/09/2020	Common Stock	6,658
Employee Stock Option (right to buy)	\$ 0.94	01/07/2016		M		8,895		07/11/2009	01/10/2019	Common Stock	8,895
Employee Stock Option (right to buy)	\$ 0.94	01/07/2016		M		4,421		07/11/2009	01/10/2019	Common Stock	4,421
Employee Stock Option (right to buy)	\$ 0.94	01/07/2016		M		13,316		07/06/2008	01/05/2018	Common Stock	13,316
Employee Stock Option (right to buy)	\$ 0.71	01/07/2016		M		19,060		09/24/2005	03/23/2016	Common Stock	19,060

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stein Kathryn E 9640 MEDICAL CENTER DRIVE ROCKVILLE, MD 20850			SVP, Product Dev. & Regulatory	

## Signatures

/s/Lynn Cilinski,  
attorney-in-fact

01/11/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(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.

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