

MACROGENICS INC

Form 4

October 18, 2013

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 *
Galbraith Kenneth

(Last) (First) (Middle)

C/O MACROGENICS, INC., 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)

10/16/2013

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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/16/2013		P	46,875 A	\$ 16 46,875	I	See Footnote (1)
Common Stock	10/16/2013		C	1,050,652 A	(2) 1,097,527	I	See Footnote (3)
Common Stock	10/16/2013		C	204,207 A	(2) 1,301,734	I	See Footnote (3)
Common Stock	10/16/2013		X	15,315 A	(4) 1,317,049	I	See Footnote

(3)

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Series C Convertible Preferred Stock	(2)	10/16/2013		C	19,724,839	(2) (2)	Common Stock
Series D-2 Convertible Preferred Stock	(2)	10/16/2013		C	3,833,767	(2) (2)	Common Stock
Series D-2 Convertible Preferred Warrants	(2)	10/16/2013		X	287,533	(5) 10/16/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Galbraith Kenneth C/O MACROGENICS, INC. 9640 MEDICAL CENTER DRIVE ROCKVILLE, MD 20850	X			

Signatures

/s/ Lynn Cilinski,
attorney-in-fact

10/18/2013

__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).

(1) These securities are held by Five Corners Capital, Inc. Kenneth Galbraith is Managing Director of Five Corners Capital, Inc. Kenneth Galbraith disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(2) Each share of Series C Convertible Preferred Stock and each share of Series D-2 Convertible Preferred Stock converted into approximately 0.0533 of a share of Common Stock without payment of further consideration upon the closing of the Issuer's initial public offering. The shares had no expiration date.

(3) These securities are held by Ventures West 8 Limited Partnership. Kenneth Galbraith is Managing Director of Five Corners Capital, Inc., the general partner of Ventures West 8 Limited Partnership. Kenneth Galbraith disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.

(4) Upon exercise, each Series D-2 Convertible Preferred Warrant converted into an equal number of shares of Series D-2 Convertible Preferred Stock. Had the warrants not been exercised, they would have expired upon the closing of the initial public offering. Upon the closing of the Issuer's initial public offering each share of Series D-2 Convertible Preferred Stock then converted into approximately 0.0533 of a share of Common Stock without payment of further consideration. The shares of Series D-2 Convertible Preferred Stock had no expiration date.

(5) Immediately.

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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