

MACROGENICS INC
Form SC 13G
February 14, 2014

OMB APPROVAL
OMB Number 3235-0145
Expires: February
28, 2010
Estimated average burden
hours per response 10.4

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(AMENDMENT NO)*

MacroGenics, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

556099 10 9

(CUSIP Number)

December 31, 2013

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSONS

InterWest Partners VIII, LP

**2 I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

NUMBER OF
SHARES **6** 1,841,159
SHARED VOTING POWER

BENEFICIALLY

OWNED BY **7** 0
SOLE DISPOSITIVE POWER

REPORTING

PERSON **8** 1,841,159
WITH SHARED DISPOSITIVE POWER

9 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,841,159

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.4%

12 TYPE OF REPORTING PERSON

PN

Page 2 of 14 Pages

1 NAME OF REPORTING PERSONS

InterWest Investors VIII, LP

2 I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

NUMBER OF
SHARES **6** 14,802
SHARED VOTING POWER

BENEFICIALLY

OWNED BY **7** 0
SOLE DISPOSITIVE POWER

REPORTING

PERSON **8** 14,802
WITH SHARED DISPOSITIVE POWER

9 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,802

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 Less than 0.1%
TYPE OF REPORTING PERSON

PN

Page 3 of 14 Pages

1 NAME OF REPORTING PERSONS

InterWest Investors Q VIII, LP

2 I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

NUMBER OF
SHARES **6** 52,755
SHARED VOTING POWER

BENEFICIALLY

OWNED BY **7** 0
SOLE DISPOSITIVE POWER

REPORTING

PERSON **8** 52,755
WITH SHARED DISPOSITIVE POWER

9 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

52,755

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.2 %

12 TYPE OF REPORTING PERSON

PN

Page 4 of 14 Pages

1 NAME OF REPORTING PERSONS

InterWest Management Partners VIII, LLC (the General Partner of InterWest Partners VIII, LP, InterWest Investors VIII, LP, and InterWest Investors Q VIII, LP)

2 I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

NUMBER OF
SHARES **6** 1,908,716
SHARED VOTING POWER

BENEFICIALLY

OWNED BY **7** 0
SOLE DISPOSITIVE POWER

REPORTING

PERSON **8** 1,908,716
WITH SHARED DISPOSITIVE POWER

9 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,908,716
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.6%
12 TYPE OF REPORTING PERSON

OO

Page 5 of 14 Pages

1 NAME OF REPORTING PERSONS

Harvey B. Cash (a Managing Director of InterWest Management Partners VIII)

**2 I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
SHARES **6** 0
SHARED VOTING POWER

BENEFICIALLY

OWNED BY **7** 1,908,716
SOLE DISPOSITIVE POWER

REPORTING

PERSON **8** 0
WITH SHARED DISPOSITIVE POWER

**9 1,908,716
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

1,908,716

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.6%

12 TYPE OF REPORTING PERSON

IN

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Harvey B. Cash that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

1 NAME OF REPORTING PERSONS

Philip T. Gianos (a Managing Director of InterWest Management Partners VIII, LLC)

2 I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
SHARES **6** 0
SHARED VOTING POWER

BENEFICIALLY

OWNED BY **7** 1,908,716
SOLE DISPOSITIVE POWER

REPORTING

PERSON **8** 0
WITH SHARED DISPOSITIVE POWER

9 1,908,716
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,908,716

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.6%

12 TYPE OF REPORTING PERSON

IN

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Philip T. Gianos that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

Page 7 of 14 Pages

1 NAME OF REPORTING PERSONS

W. Stephen Holmes III (a Managing Director of InterWest Management Partners VIII, LLC)

**2 I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
SHARES **6** 0
SHARED VOTING POWER

BENEFICIALLY

OWNED BY **7** 1,908,716
SOLE DISPOSITIVE POWER

REPORTING

PERSON **8** 0
WITH SHARED DISPOSITIVE POWER

**9 1,908,716
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

1,908,716

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.6%

12 TYPE OF REPORTING PERSON

IN

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by W. Stephen Holmes III that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

1 NAME OF REPORTING PERSONS

Gilbert H. Kliman (a Managing Director of InterWest Management Partners VIII, LLC)

2 I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
SHARES **6** 0
SHARED VOTING POWER

BENEFICIALLY

OWNED BY **7** 1,908,716
SOLE DISPOSITIVE POWER

REPORTING

PERSON **8** 0
WITH SHARED DISPOSITIVE POWER

9 1,908,716
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,908,716

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.6%

12 TYPE OF REPORTING PERSON

IN

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Gilbert H. Kliman that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

1 NAME OF REPORTING PERSONS

Arnold L. Oronsky (a Managing Director of InterWest Management Partners VIII, LLC)

**2 I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
SHARES **6** 0
SHARED VOTING POWER

BENEFICIALLY

OWNED BY **7** 1,908,716
SOLE DISPOSITIVE POWER

REPORTING

PERSON **8** 0
SHARED DISPOSITIVE POWER
WITH

**9 1,908,716
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

1,908,716

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.6%

12 TYPE OF REPORTING PERSON

IN

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Arnold L. Oronsky that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

ITEM 1.

(a) NAME OF ISSUER : MacroGenics, Inc.

(b) ADDRESS OF ISSUER S PRINCIPAL EXECUTIVE OFFICE:
9640 Medical Center Drive Rockville, MD 20850

ITEM 2.

(a) NAME OF PERSON(S) FILING:
InterWest Partners VIII, LP (IWP VIII)

InterWest Investors VIII, LP (II VIII)

InterWest Investors Q VIII, LP (IIQ VIII)

InterWest Management Partners VIII, LLC (IMP VIII)

Harvey B. Cash (Cash)

Philip T. Gianos (Gianos)

W. Stephen Holmes III (Holmes)

Gilbert H. Kliman (Kliman)

Arnold L. Oronsky (Oronsky)

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:
2710 Sand Hill Road, Suite 200, Menlo Park, CA 94025

(c) CITIZENSHIP/PLACE OF ORGANIZATION:

IWP VIII: California

II VIII: California

IIQ VIII: California

IMP VIII: California

Cash: United States

Gianos: United States

Holmes: United States

Kliman: United States

Oronsky: United States

Page 11 of 14 Pages

(d) **TITLE OF CLASS OF SECURITIES:** Common Stock

(e) **CUSIP NUMBER: 556099 10 9**

ITEM 3. NOT APPLICABLE.

ITEM 4. OWNERSHIP.

	IWP VIII	II VIII	IIQ VIII	IMP VIII (1)
Beneficial Ownership	1,841,159	14,802	52,755	1,908,716
Percentage of Class	7.4%	Less than 0.1%	0.2%	7.6%
Sole Voting Power	1,841,159	14,802	52,755	1,908,716
Shared Voting Power	0	0	0	0
Sole Dispositive Power	1,841,159	14,802	52,755	1,908,716
Shared Dispositive Power	0	0	0	0

	Cash (2)	Gianos (2)	Holmes (2)
Beneficial Ownership	1,908,716	1,908,716	1,908,716
Percentage of Class	7.6%	7.6%	7.6%
Sole Voting Power	0	0	0
Shared Voting Power	1,908,716	1,908,716	1,908,716
Sole Dispositive Power	0	0	0
Shared Dispositive Power	1,908,716	1,908,716	1,908,716

	Kliman (2)	Oronsky (2)
Beneficial Ownership	1,908,716	1,908,716
Percentage of Class	7.6%	7.6%
Sole Voting Power	0	0
Shared Voting Power	1,908,716	1,908,716
Sole Dispositive Power	0	0
Shared Dispositive Power	1,908,716	1,908,716

(1) IMP VIII is the general partner of IWP VIII, II VIII and IIQ VIII.

(2) Cash, Gianos, Holmes, Kliman and Oronsky are Managing Directors of IMP VIII.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited liability company operating agreement of IMP VIII, the members of such limited liability company have the right to receive dividends from, or the proceeds from the sale of, the common stock of Issuer beneficially owned by such limited liability company.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

No reporting person is a member of a group as defined in section 240.13d-1(b)(1)(iii)(H) of the Act.

ITEM 9. NOTICE OF DISSOLUTION OF THE GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

Not applicable.

EXHIBITS

Joint Filing Statement attached as Exhibit A.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2014

By: /s/ Harvey B. Cash
Name: Harvey B. Cash

INTERWEST PARTNERS VIII, LP

By: InterWest Management Partners VIII, LLC
its General Partner

By: /s/ Philip T. Gianos
Name: Philip T. Gianos

By: /s/ W. Stephen Holmes
Managing Director

By: /s/ W. Stephen Holmes
Name: W. Stephen Holmes

INTERWEST INVESTORS VIII, LP

By: /s/ Gilbert H. Kliman
Name: Gilbert H. Kliman

By: InterWest Management Partners VIII, LLC
its General Partner

By: /s/ Arnold L. Oronsky
Name: Arnold L. Oronsky

By: /s/ W. Stephen Holmes
Managing Director

INTERWEST INVESTORS Q VIII, LP

By: InterWest Management Partners VIII, LLC
its General Partner

By: /s/ W. Stephen Holmes
Managing Director

INTERWEST MANAGEMENT PARTNERS VIII,
LLC

By: /s/ W. Stephen Holmes
Managing Director