

MACROGENICS INC  
Form 4  
October 18, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
ALTA BIOPHARMA PARTNERS  
III LP

(Last) (First) (Middle)

ONE EMBARCADERO  
CENTER, 37TH FLOOR

(Street)

SAN FRANCISCO, CA 94111

(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 \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (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

**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		C	1,137,332 A (1)	1,137,332	I	see footnote (2)
Common Stock	10/16/2013		C	656,657 A (3)	1,793,989	I	see footnote (4)
Common Stock	10/16/2013		C	204,206 A (3)	1,998,195	I	see footnote (5)
Common Stock	10/16/2013		X	15,314 A (6)	2,013,509	I	see footnote

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

**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.**

SEC 1474  
(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)	Amount of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Series B Convertible Preferred Stock	(1)	10/16/2013		C		18,728,346	(1)	(1)	Common Stock	1,
Series C Convertible Preferred Stock	(3)	10/16/2013		C		12,328,024	(3)	(3)	Common Stock	6
Series D-2 Convertible Preferred Stock	(3)	10/16/2013		C		3,833,767	(3)	(3)	Common Stock	2
Series D-2 Convertible Preferred Warrants	(3)	10/16/2013		X		287,533	(8)	10/16/2013	Common Stock	1

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALTA BIOPHARMA PARTNERS III LP ONE EMBARCADERO CENTER 37TH FLOOR SAN FRANCISCO, CA 94111		X		
ALTA BIOPHARMA PARTNERS III GMBH & CO BETEILIGUNGS KG ONE EMBARCADERO CENTER		X		

37TH FLOOR  
SAN FRANCISCO, CA 94111

ALTA EMBARCADERO BIOPHARMA PARTNERS III LLC  
ONE EMBARCADERO CENTER  
37TH FLOOR  
SAN FRANCISCO, CA 94111

X

## Signatures

/s/ Edward  
Hurwitz 10/18/2013

\*\*Signature of Date  
Reporting Person

## 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) Each share of Series B Convertible Preferred Stock converted into approximately 0.0607 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.  
  
These securities are held as follows: 1,041,702 by Alta BioPharma Partners III, L.P. ("ABP III"), 69,959 by Alta BioPharma Partners III LP GmbH ("ABP III KG") and 25,671 by Alta Embarcadero BioPharma Partners III, LLC ("AEBP III"). Alta BioPharma Management Partners III, LLC is the general partner of ABP III, the managing limited partner of ABP III KG and the manager of AEBP III and disclaims beneficial ownership of these securities except to the extent of any 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.  
  
These securities are held as follows: 601,443 by ABP III, 40,392 by ABP III KG and 14,822 by AEBP III. Alta BioPharma Management Partners III, LLC is the general partner of ABP III, the managing limited partner of ABP III KG and the manager of AEBP III and disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.
  - (3) These securities are held as follows: 187,036 by ABP III, 12,561 by ABP III KG and 4,609 by AEBP III. Alta BioPharma Management Partners III, LLC is the general partner of ABP III, the managing limited partner of ABP III KG and the manager of AEBP III and disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.
  - (4) As exercised, 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.  
  
These securities are held as follows: 14,027 by ABP III, 942 by ABP III KG and 345 by AEBP III. Alta BioPharma Management Partners III, LLC is the general partner of ABP III, the managing limited partner of ABP III KG and the manager of AEBP III and disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.
  - (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. 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.