

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): May 31, 2023

**MACROGENICS, INC.**

*(Exact Name of Registrant as Specified in Charter)*

**Delaware**  
*(State or Other Jurisdiction of Incorporation)*

**001-36112**  
*(Commission  
File Number)*

**06-1591613**  
*(IRS Employer  
Identification No.)*

**9704 Medical Center Drive**  
**Rockville, Maryland**  
*(Address of Principal Executive Offices)*

**20850**  
*(Zip Code)*

Registrant's telephone number, including area code: **(301) 251-5172**

**Not applicable**  
*(Former Name or Former Address, if Changed Since Last Report)*

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, par value \$0.01 per share	MGNX	Nasdaq Global Select Market

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

MacroGenics, Inc. (the "Company") held its 2023 Annual Meeting of Stockholders on May 31, 2023. A total of 52,689,364 shares of the Company's common stock were present or represented by proxy at the meeting, which represented approximately 85% of the Company's 61,838,565 shares of common stock that were outstanding and entitled to vote at the meeting as of the record date of April 3, 2023. Stockholders considered the four proposals outlined below, each of which is described in more detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 17, 2023 (the "Proxy Statement").

**Proposal 1.** The election of three nominees to serve as Class I directors, each for a term of three years. All director nominees were elected. The voting results were as follows:

<u>Nominees</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Scott Koenig, M.D., Ph.D.	43,810,609	5,264,596	3,614,159
Federica O'Brien	43,467,303	5,607,902	3,614,159
Jay Siegel, M.D.	41,788,095	7,287,110	3,614,159

**Proposal 2.** The ratification of the appointment by the Audit Committee of the Board of Directors of the Company of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2023. Proposal 2 was approved. The voting results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
47,636,172	5,024,405	28,787	—

**Proposal 3.** To approve, on an advisory basis, the compensation of the Company's named executive officers as disclosed in the Company's Proxy Statement. Stockholders approved the compensation of the Company's named executive officers. The voting results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
43,633,412	5,433,960	7,833	3,614,159

**Proposal 4.** To approve the MacroGenics, Inc. 2023 Equity Incentive Plan (the "2023 Plan"). Stockholders approved the 2023 Plan. The voting results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
32,287,594	16,781,647	5,964	3,614,159

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 2, 2023

MACROGENICS, INC.

By: /s/ James Karrels  
Name: James Karrels  
Title: Senior Vice President, Chief Financial Officer and Secretary