

OMB APPROVAL

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(AMENDMENT NO 1)***

MacroGenics, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

556099 10 9
(CUSIP Number)

December 31, 2014
(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	
	I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	California	
NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	5	SOLE VOTING POWER
		1,236,219
	6	SHARED VOTING POWER
		0
	7	SOLE DISPOSITIVE POWER
		1,236,219
	8	SHARED DISPOSITIVE POWER
		0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,236,219	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:	
	<input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	4.5%	
12	TYPE OF REPORTING PERSON	
	PN	

1	NAME OF REPORTING PERSONS	
	InterWest Investors VIII, LP	
	I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	California	
NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	5	SOLE VOTING POWER
		9,962
	6	SHARED VOTING POWER
		0
	7	SOLE DISPOSITIVE POWER
		9,962
	8	SHARED DISPOSITIVE POWER
		0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	9,962	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:	
	<input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	Less than 0.1%	
12	TYPE OF REPORTING PERSON	
	PN	

1	NAME OF REPORTING PERSONS	
	InterWest Investors Q VIII, LP	
	I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	California	
NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	5	SOLE VOTING POWER
		35,435
	6	SHARED VOTING POWER
		0
	7	SOLE DISPOSITIVE POWER
		35,435
	8	SHARED DISPOSITIVE POWER
		0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	35,435	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:	
	<input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	0.1%	
12	TYPE OF REPORTING PERSON	
	PN	

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)	
	I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	California	
NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	5	SOLE VOTING POWER
		1,281,616
	6	SHARED VOTING POWER
		0
	7	SOLE DISPOSITIVE POWER
		1,281,616
	8	SHARED DISPOSITIVE POWER
		0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,281,616	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:	
	<input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	4.6%	
12	TYPE OF REPORTING PERSON	
	OO	

1	NAME OF REPORTING PERSONS	
	Harvey B. Cash (a Managing Director of InterWest Management Partners VIII)	
	I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	5	SOLE VOTING POWER
		461
	6	SHARED VOTING POWER
		1,281,616
	7	SOLE DISPOSITIVE POWER
		461
	8	SHARED DISPOSITIVE POWER
		1,281,616
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,282,077	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:	
	<input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	4.6%	
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) I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 1,281,616
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 1,281,616
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,281,616	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.6%	
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.

1	NAME OF REPORTING PERSONS	
	W. Stephen Holmes III (a Managing Director of InterWest Management Partners VIII, LLC)	
	I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	5	SOLE VOTING POWER
		124
	6	SHARED VOTING POWER
		1,281,616
	7	SOLE DISPOSITIVE POWER
		124
	8	SHARED DISPOSITIVE POWER
		1,281,616
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,281,740	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:	
	<input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	4.6%	
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) I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	5	SOLE VOTING POWER 541
	6	SHARED VOTING POWER 1,281,616
	7	SOLE DISPOSITIVE POWER 541
	8	SHARED DISPOSITIVE POWER 1,281,616
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,282,157	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.6%	
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) I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	5	SOLE VOTING POWER 687
	6	SHARED VOTING POWER 1,281,616
	7	SOLE DISPOSITIVE POWER 687
	8	SHARED DISPOSITIVE POWER 1,281,616
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,282,303	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.6%	
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

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

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

ITEM 3. NOT APPLICABLE.

ITEM 4. OWNERSHIP.

	<u>IWP VIII</u>	<u>II VIII</u>	<u>IIQ VIII</u>	<u>IMP VIII (1)</u>
Beneficial Ownership	1,236,219	9,962	35,435	1,281,616
Percentage of Class	4.5%	Less than 0.1%	0.1%	4.6%
Sole Voting Power	1,236,219	9,962	35,435	1,281,616
Shared Voting Power	0	0	0	0
Sole Dispositive Power	1,236,219	9,962	35,435	1,281,616
Shared Dispositive Power	0	0	0	0

	<u>Cash (2)</u>	<u>Gianos (2)</u>	<u>Holmes (2)</u>
Beneficial Ownership	1,282,077	1,281,616	1,281,740
Percentage of Class	4.6%	4.6%	4.6%
Sole Voting Power	461	0	124
Shared Voting Power	1,281,616	1,281,616	1,281,616
Sole Dispositive Power	461	0	124
Shared Dispositive Power	1,281,616	1,281,616	1,281,616

	<u>Kliman (2)</u>	<u>Oronsky (2)</u>
Beneficial Ownership	1,282,157	1,282,303
Percentage of Class	4.6%	4.6%
Sole Voting Power	541	687
Shared Voting Power	1,281,616	1,281,616
Sole Dispositive Power	541	687
Shared Dispositive Power	1,281,616	1,281,616

(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.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

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 13, 2015

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: InterWest Management Partners VIII, LLC
its General Partner

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

By: /s/ W. Stephen Holmes
Managing Director

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

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

EXHIBIT A

Joint Filing Statement

We, the undersigned, hereby express our agreement that the attached Schedule 13G is filed on behalf of each of us.

Date: February 13, 2015

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: InterWest Management Partners VIII, LLC
its General Partner

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

By: /s/ W. Stephen Holmes
Managing Director

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

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