

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

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

MACROGENICS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

06-1591613
(I.R.S. Employer
Identification No.)

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

20850
(Zip Code)

2013 Equity Incentive Plan
(Full title of the plan)

Scott Koenig, M.D., Ph.D.
President and Chief Executive Officer
9704 Medical Center Drive
Rockville, MD 20850
(Name and address of agent for service)

(301) 251-5172
(Telephone number, including area code, of agent for service)

Copies to:

Atul Saran
Senior Vice President and General Counsel
Jeffrey S. Peters
Vice President and Deputy Counsel
9704 Medical Center Drive
Rockville, MD 20850
(301) 251-5172

Keir D. Gumbs
Eric W. Blanchard
Covington & Burling LLP
850 Tenth Street, NW
Washington, DC 20001-4956
(202) 662-6000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Emerging Growth Company

Accelerated filer

Smaller Reporting 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.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.01 par value per share	1,394,824 shares	\$21.62 ⁽²⁾	\$30,156,094.88 ⁽²⁾	\$3,495

⁽¹⁾ In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

⁽²⁾ Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended. The price per share and aggregate offering price are calculated on the basis of \$21.62, the average of the high and low price of the registrant's Common Stock as reported on the NASDAQ Global Select Market on April 28, 2017.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (the "Registration Statement") is being filed for the purpose of registering an additional 1,394,824 shares of common stock of MacroGenics, Inc. (the "Company") issuable pursuant to the Company's 2013 Equity Incentive Plan. Accordingly, the contents of the Company's registration statements on Form S-8 filed with the SEC on November 12, 2013 (File No. 333-192277), March 3, 2015 (File No. 333-202470) and on February 29, 2016 (File No. 333-209812) are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference.

The Company is subject to the informational and reporting requirements of Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith files reports and other information with the SEC. The following documents, which are on file with the SEC, are incorporated in this Registration Statement by reference:

- Annual Report on Form 10-K for the fiscal year ended December 31, 2016, including the information specifically incorporated by reference into the Annual Report on Form 10-K from the Company's definitive proxy statement for the 2017 Annual Meeting of Stockholders;
- Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2017;
- Current Reports on Form 8-K filed on January 26, 2017 and April 27, 2017; and
- The description of the Company's common stock contained in its Registration Statement on Form 8-A filed on October 7, 2013, including any amendments or reports filed for the purpose of updating such description.

All reports and definitive proxy or information statements filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents, except as to specific sections of such statements as set forth therein. Unless expressly incorporated into this Registration Statement, a report furnished on Form 8-K prior or subsequent to the date hereof shall not be incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

Item 8. Exhibits.

The exhibits to this Registration Statement are described in the Exhibit Index below.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended (the "Securities Act"), the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rockville, State of Maryland, on May 3, 2017.

DATE: May 3, 2017

By: /s/ Scott Koenig
Name: Scott Koenig, M.D., Ph.D.
Title: President and Chief Executive Officer

We, the undersigned directors and officers of MacroGenics, Inc., a Delaware corporation, do hereby constitute and appoint Scott Koenig, M.D., Ph.D., Chief Executive Officer and James Karrels, Chief Financial Officer, and each and any of them, our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, to do any and all acts and things in our names and on our behalf in our capacities as directors and officers and to execute any and all instruments for us and in our name in the capacities indicated below, which said attorneys and agents may deem necessary or advisable to enable said corporation to comply with the Securities Act and any rules, regulations and requirements of the SEC, in connection with this registration statement, or any registration statement for this offering under the Securities Act, including specifically, but without limitation, any and all amendments (including post-effective amendments) hereto; and we hereby ratify and confirm all that said attorneys and agents, or either of them, shall do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons on May 3, 2017.

SIGNATURE:	TITLE:
<u>/s/ Scott Koenig</u> Scott Koenig, M.D., Ph.D.	President and CEO and Director (Principal Executive Officer)
<u>/s/ James Karrels</u> James Karrels	Senior Vice President, Chief Financial Officer and Secretary (Principal Financial Officer)
<u>/s/ Lynn Cilinski</u> Lynn Cilinski	Vice President, Controller and Treasurer (Principal Accounting Officer)
<u>/s/ Paulo Costa</u> Paulo Costa	Director
<u>/s/ Karen Ferrante, M.D.</u> Karen Ferrante, M.D.	Director
<u>/s/ Matthew Fust</u> Matthew Fust	Director
<u>/s/ Kenneth Galbraith</u> Kenneth Galbraith	Director
<u>/s/ Edward Hurwitz</u> Edward Hurwitz	Director
<u>/s/ Scott Jackson</u> Scott Jackson	Director
<u>/s/ David Stump</u> David Stump, M.D.	Director

INDEX TO EXHIBITS

4.1	Company 2013 Equity Incentive Plan (incorporated by reference to Exhibit 10.5 to the Registration Statement on Form S-1 (File No. 333-190994) filed by the Company on October 1, 2013).
5.1*	Opinion of Covington & Burling LLP.
23.1*	Consent of Covington & Burling LLP (included in Exhibit 5.1).
23.2*	Consent of Ernst & Young LLP.
24.1*	Power of Attorney (included on signature page).

* Filed herewith.

May 3, 2017

MacroGenics, Inc.
9704 Medical Center Drive
Rockville, MD 20850

Ladies and Gentlemen:

We have acted as counsel to MacroGenics, Inc., a Delaware corporation (the "Company"), in connection with the registration by the Company under the Securities Act of 1933, as amended (the "Act"), of 1,394,824 shares of the Company's Common Stock, par value \$0.01 per share (the "Shares"), issuable under the Company's 2013 Equity Incentive Plan (the "Plan"), pursuant to the registration statement on Form S-8 filed with the Securities and Exchange Commission on the date herewith (such registration statement is referred to herein as the "Registration Statement").

We have reviewed such corporate records, certificates and other documents, and such questions of law, as we have considered necessary or appropriate for the purposes of this opinion. We have assumed that all signatures are genuine, that all documents submitted to us as originals are authentic and that all copies of documents submitted to us conform to the originals.

We have relied as to certain matters on information obtained from public officials, officers of the Company and other sources believed by us to be responsible.

Based upon the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued in accordance with the terms of the Plan and any individual agreements relating to such Shares, will be validly issued, fully paid and nonassessable.

We are members of the bar of the District of Columbia. We do not express any opinion herein on any laws other than the General Corporation Law of the State of Delaware and reported judicial decisions interpreting such law.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Yours,

Very Truly

& Burling LLP

/s/Covington

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2013 Equity Incentive Plan of MacroGenics, Inc. of our reports dated February 28, 2017, with respect to the consolidated financial statements of MacroGenics, Inc. and the effectiveness of internal control over financial reporting of MacroGenics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2016, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Baltimore, Maryland
May 3, 2017