

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

<b>OMB APPROVAL</b>	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>Nadav Eran</u>  (Last) (First) (Middle) <u>C/O TPG GLOBAL, LLC</u> <u>301 COMMERCE STREET, SUITE 3300</u>  (Street) <u>FORT WORTH TX 76102</u>  (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> <u>10/09/2013</u>	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>MACROGENICS INC [ MGNX ]</u>  <b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>No securities beneficially owned<sup>(1)(2)</sup></u>	<u>0</u>	<u>D</u>	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

**Explanation of Responses:**

1. Dr. Eran Nadav is a TPG Principal. TPG is affiliated with TPG Biotechnology Partners, L.P. and TPG Ventures, L.P. (collectively, the "TPG Funds"), which collectively hold shares of Series B Preferred Stock, Series C Preferred Stock and Series D-2 Preferred Stock (collectively, the "TPG Preferred Stock") of MacroGenics, Inc. ("the Issuer") and warrants to purchase shares of Series D-2 Preferred Stock of the Issuer (the "TPG Warrants"), which are convertible or exercisable into an aggregate of 2,209,934 shares (the "TPG Shares" and, together with the TPG Preferred Stock and the TPG Warrants, the "TPG Securities") of Common Stock, par value \$0.01 per share, of the Issuer.

2. Dr. Nadav disclaims beneficial ownership of all of the TPG Securities that are or may be beneficially owned by the TPG Funds or any of their affiliates. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that Dr. Nadav is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any equity securities of the Issuer for purposes of Section 16 of the Exchange Act or otherwise.

**Remarks:**

Ronald Cami is signing on behalf of Dr. Nadav pursuant to the authorization and designation letter dated September 24, 2013, which is filed as an exhibit to this Form 3.

/s/ Ronald Cami on behalf of Eran Nadav      10/09/2013

\*\* Signature of Reporting Person      Date

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

\* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

September 24, 2013

Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

This letter confirms that Ronald Cami, John E. Viola and David Reintjes are authorized and designated to sign all securities related filings with the Securities and Exchange Commission, including Form ID Acknowledgements, on my behalf. This authorization and designation shall be valid for three years from the date of this letter.

Very truly yours,

/s/ Dr. Eran Nadav

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Dr. Eran Nadav