

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>INTERWEST PARTNERS VIII LP</u>			2. Issuer Name and Ticker or Trading Symbol <u>MACROGENICS INC [MGNX]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>10/16/2013</u>			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>		
2710 SAND HILL RD SUITE 200			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>MENLO PARK CA 94025</u>								
(City) (State) (Zip)								

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/16/2013		C		962,819	A	(1)	962,819	I	See Footnote(2)
Common Stock	10/16/2013		C		615,284	A	(3)	1,578,103	I	See Footnote(4)
Common Stock	10/16/2013		C		295,494	A	(5)	1,873,597	I	See Footnote(6)
Common Stock	10/16/2013		C		32,671	A	(5)	1,906,268	I	See Footnote(7)
Common Stock	10/16/2013		C		2,448	A	(5)	1,908,716	I	See Footnote(9)

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A-1 Convertible Preferred Stock	(1)	10/16/2013		C			12,001,000	(1)	(1)	Common Stock	962,819	(1)	0	I	See Footnote(2)
Series B Convertible Preferred Stock	(3)	10/16/2013		C			10,131,856	(3)	(3)	Common Stock	615,284	(3)	0	I	See Footnote(4)
Series C Convertible Preferred Stock	(5)	10/16/2013		C			5,547,611	(5)	(5)	Common Stock	295,494	(5)	0	I	See Footnote(6)
Series D-2 Convertible Preferred Stock	(5)	10/16/2013		C			613,402	(5)	(5)	Common Stock	32,671	(5)	0	I	See Footnote(7)
Series D-2 Convertible Preferred Stock Warrant to buy	\$12.2425	10/16/2013		X			46,005	(10)	10/16/2013	Series D-2 Convertible Preferred Stock	2,448	(8)	0	I	See Footnote(9)
Series D-2 Convertible Preferred Stock	(5)	10/16/2013		C			2,448	(5)	(5)	Common Stock	2,448	(8)	0	I	See Footnote(9)

1. Name and Address of Reporting Person* <u>INTERWEST PARTNERS VIII LP</u>		
(Last)	(First)	(Middle)
2710 SAND HILL RD		

SUITE 200

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[InterWest Management Partners VIII, LLC](#)

(Last)

(First)

(Middle)

2710 SAND HILL RD
SUITE 200

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[INTERWEST INVESTORS VIII L P](#)

(Last)

(First)

(Middle)

2710 SAND HILL RD
SUITE 200

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[INTERWEST INVESTORS Q VIII LP](#)

(Last)

(First)

(Middle)

2710 SAND HILL RD
SUITE 200

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[CASH HARVEY B](#)

(Last)

(First)

(Middle)

2710 SAND HILL RD
SUITE 200

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[GIANOS PHILIP T](#)

(Last)

(First)

(Middle)

2710 SAND HILL RD
SUITE 200

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Kliman Gilbert H](#)

(Last)

(First)

(Middle)

2710 SAND HILL RD
SUITE 200

(Street)	MENLO PARK	CA	94025
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
HEDRICK W SCOTT			
(Last)	(First)	(Middle)	
2710 SAND HILL RD SUITE 200			
(Street)	MENLO PARK	CA	94025
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
Holmes W Stephen			
(Last)	(First)	(Middle)	
2710 SAND HILL RD SUITE 200			
(Street)	MENLO PARK	CA	94025
(City)	(State)	(Zip)	

Explanation of Responses:

- Each share of Series A-1 Convertible Preferred Stock converted into approximately 0.0802 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: 928,647 by InterWest Partners VIII, LP ("IW8"), 7,521 by InterWest Investors VIII, LP ("II8") and 26,651 by InterWest Investors Q VIII, LP ("IQ8") (collectively, the "InterWest Funds"). InterWest Management Partners VIII, L.L.C. ("IMP8") is the General Partner of IW8, II8 and IQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IQ8. Harvey B. Cash, Philip T. Gianos, W. Scott Hedrick, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.
- 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 closing of the Issuer's initial public offering. The shares had no expiration date.
- These securities are held as follows: 593,566 by IW8, 4,737 by II8 and 16,981 by IQ8. IMP8 is the General Partner of IW8, II8 and IQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IQ8. Harvey B. Cash, Philip T. Gianos, W. Scott Hedrick, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.
- 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 closing of the Issuer's initial public offering. The shares had no expiration date.
- These securities are held as follows: 285,064 by IW8, 2,275 by II8 and 8,155 by IQ8. IMP8 is the General Partner of IW8, II8 and IQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IQ8. Harvey B. Cash, Philip T. Gianos, W. Scott Hedrick, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.
- These securities are held as follows: 31,519 by IW8, 251 by II8 and 901 by IQ8. IMP8 is the General Partner of IW8, II8 and IQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IQ8. Harvey B. Cash, Philip T. Gianos, W. Scott Hedrick, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.
- Upon exercise, 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: 2,363 by IW8, 18 by II8 and 67 by IQ8. IMP8 is the General Partner of IW8, II8 and IQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IQ8. Harvey B. Cash, Philip T. Gianos, W. Scott Hedrick, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.
- Immediately.

/s/ W. Stephen Holmes, Managing Director	10/18/2013
/s/ W. Stephen Holmes, Managing Director	10/18/2013
/s/ W. Stephen Holmes, Managing Director	10/18/2013
/s/ W. Stephen Holmes, Managing Director	10/18/2013
/s/ Harvey B. Cash by Karen A. Wilson Power of Attorney	10/18/2013
/s/ Philip T. Gianos by Karen A. Wilson Power of Attorney	10/18/2013
/s/ Gilbert H. Kliman by Karen A. Wilson Power of Attorney	10/18/2013
/s/ W. Scott Hedrick by Karen A. Wilson Power of Attorney	10/18/2013
/s/ W. Stephen Holmes By Karen A. Wilson Power of Attorney	10/18/2013

** 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 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).

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.

FORM 3 JOINT FILER INFORMATION

Name of
"Reporting Persons": InterWest Partners VIII, L.P. ("IW8")
InterWest Investors VIII, L.P. ("II8")
InterWest Investors QVIII, L.P. ("IIQ8")
InterWest Management Partners VIII, LLC ("IMP8")

Harvey B. Cash
Philip T. Gianos
W. Scott Hedrick
W. Stephen Holmes
Gilbert H. Kliman

Address: 2710 Sand Hill Road, Suite 200
Menlo Park, CA 94025

Designated Filer: InterWest Partners VIII, L.P.

Issuer and Ticker Symbol: MacroGenics, Inc. ("MGNX")

Date of Event: October 16, 2013

Each of the following is a Joint Filer with InterWest Partners VIII L.P. ("IW8") and may be deemed to share indirect beneficial ownership in the securities set forth on the attached Form 4:

InterWest Management Partners VIII, LLC ("IMP8") is the general partner of IW8, II8, and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Scott Hedrick, W. Stephen Holmes, Gilbert H. Kliman, and Arnold L. Oronsky are Managing Directors of IMP8. Arnold L. Oronsky, a Managing Director of IMP8 is also a Director of the Issuer, and has filed a separate Form 4 in his own name.

All Reporting Persons disclaim beneficial ownership of shares of MacroGenics, Inc. stock held by IW8, II8, and IIQ8, except to the extent of their respective pecuniary interest therein. The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934, or otherwise, any of the Reporting Persons are the beneficial owner of all of the equity securities covered by this statement.

Each of the Reporting Persons listed above has designated InterWest Partners VIII, L.P. as its designated filer of Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder. Each Reporting Person has appointed InterWest Management Partners VIII, LLC as its attorney in fact for the purpose of making reports relating to transaction in MacroGenics, Inc. Common Stock.

INTERWEST PARTNERS VIII, L.P.

By: InterWest Management Partners VIII, LLC
Its General Partner

/s/ W. Stephen Holmes

By: -----
W. Stephen Holmes, Managing Director

INTERWEST INVESTORS VIII, L.P.

By: InterWest Management Partners VIII, LLC
Its General Partner

/s/ W. Stephen Holmes

By: -----
W. Stephen Holmes, Managing Director

INTERWEST INVESTORS Q VIII, L.P.

By: InterWest Management Partners VIII, LLC
Its General Partner

/s/ W. Stephen Holmes

By: -----
W. Stephen Holmes, Managing Director

INTERWEST MANAGEMENT PARTNERS VIII, LLC

/s/ W. Stephen Holmes

By: -----
W. Stephen Holmes, Managing Director

Harvey B. Cash, an individual

By: InterWest Management Partners VIII, LLC,
as Attorney-in-Fact

W. Stephen Holmes, an individual

By: InterWest Management Partners VIII, LLC,
as Attorney-in-Fact

/s/ Karen A. Wilson
By: -----
Karen A. Wilson, Power of Attorney

Philip T. Gianos, an individual
By: InterWest Management Partners VIII, LLC,
as Attorney-in-Fact

/s/ Karen A. Wilson
By: -----
Karen A. Wilson, Power of Attorney

W. Scott Hedrick, an individual
By: InterWest Management Partners VIII, LLC,
as Attorney-in-Fact

/s/ Karen A. Wilson
By: -----
Karen A. Wilson, Power of Attorney

/s/ Karen A. Wilson
By:-----
Karen A. Wilson, Power of Attorney

Gilbert H. Kliman, an individual
By: InterWest Management Partners VIII, LLC,
as Attorney-in-Fact

/s/ Karen A. Wilson
By: -----
Karen A. Wilson, Power of Attorney