

**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 21, 2024

**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.

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

MacroGenics, Inc. (the "Company") held its 2024 Annual Meeting of Stockholders on May 21, 2024. A total of 55,633,111 shares of the Company's common stock were present or represented by proxy at the meeting, which represented approximately 89% of the Company's 62,560,502 shares of common stock that were outstanding and entitled to vote at the meeting as of the record date of March 22, 2024. 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 8, 2024 (the "Proxy Statement").

**Proposal 1.** The election of three nominees to serve as Class II 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 Jackson	45,427,543	6,045,759	4,159,809
Margaret A. Liu, M.D.	49,514,571	2,253,648	3,864,892
David Stump, M.D.	46,614,076	5,136,726	3,882,309

**Proposal 2.** The ratification of the appointment by the Audit Committee of the Board of Directors of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2024. Proposal 2 was approved. The voting results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
53,484,470	2,134,398	14,243	—

**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>
49,530,270	2,225,779	12,170	3,864,892

**Proposal 4.** To approve an amendment to the MacroGenics, Inc. 2023 Equity Incentive Plan (the "2023 Plan") to increase the number of shares of our common stock available for issuance thereunder by 2,000,000 shares. Stockholders approved the amendment to the 2023 Plan. The voting results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
36,984,883	14,772,092	11,244	3,864,892

**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: May 23, 2024

MACROGENICS, INC.

By: /s/ Jeffrey Peters  
Name: Jeffrey Peters  
Title: Senior Vice President and General Counsel