

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

FORM 10-K/A
(Amendment No. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2019

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number 001-36112

MACROGENICS, INC.

(Exact name of registrant)

Delaware
(State of organization)

06-1591613
(I.R.S. Employer Identification Number)

9704 Medical Center Drive, Rockville, Maryland 20850
(Address of principal executive offices and zip code)

(301) 251-5172
(Registrant's telephone number)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.01 per share	MGNX	Nasdaq Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes No

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

The aggregate market value of the registrant's common stock, par value \$0.01 per share, held by non-affiliates of the registrant on June 28, 2019, the last business day of the registrant's most recently completed second fiscal quarter, was approximately \$829.7 million based on the closing price of the registrant's common stock on the Nasdaq Global Select Market on that date. Exclusion of shares held by any person should not be construed to indicate that such person possesses the power, direct or indirect, to direct or cause the direction of management or policies of the registrant, or that such person is controlled by or under common control with the registrant.

The number of shares of the registrant's common stock outstanding on February 21, 2020 was 48,984,218.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of MacroGenics, Inc.'s definitive proxy statement for the 2020 annual meeting of stockholders are incorporated by reference into Part III of this Annual Report.

Explanatory Note

Unless otherwise specified, references in this amendment to the annual report to “MacroGenics”, “Company”, “we”, “us” and “our” refer to MacroGenics, Inc. and its consolidated subsidiaries.

This Amendment No. 1 (“Amendment No. 1”) to the Annual Report on Form 10-K/A amends the annual report on Form 10-K of MacroGenics, Inc. for the fiscal year ended December 31, 2019, as filed with the Securities and Exchange Commission (“SEC”) on February 25, 2020 (the “Original Filing”).

We are filing this Amendment No. 1 to correct a clerical error in Item 6. Selected Financial Data. Specifically, in our Original Filing, we erroneously included consolidated statement of operations and comprehensive loss data for the years ended December 31, 2015 and 2014 in the tabular columns labeled for the years ended December 31, 2016 and 2015. In addition, we erroneously included consolidated balance sheet data as of December 31, 2016, 2015 and 2014 in the tabular columns labeled for the years ended December 31, 2017, 2016 and 2015. As a result, this Amendment No. 1 updates Item 6, Selected Financial Data, to accurately reflect the consolidated statement of operations and comprehensive loss data for the years ended December 31, 2016 and 2015 and the consolidated balance sheet data as of December 31, 2017, 2016 and 2015.

This Amendment No. 1 consists solely of the preceding cover page, this explanatory note, the information required by Item 6 of Form 10-K, a signature page and the certifications required to be filed as exhibits.

In accordance with Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), Item 6, Selected Financial Data, of the Original Filing is hereby amended and restated in its entirety. This Amendment No. 1 should be read in conjunction with the Original Filing and with our filings with the SEC subsequent to the Original Filing.

This Amendment No. 1 does not reflect events occurring after the filing of the Original Filing, and, except as described above, does not modify or update any other disclosures.

MACROGENICS, INC.
ANNUAL REPORT ON FORM 10-K/A
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PART II

ITEM 6. SELECTED FINANCIAL DATA

The consolidated statement of operations and comprehensive loss data for the years ended December 31, 2019, 2018 and 2017 and the consolidated balance sheet data as of December 31, 2019 and 2018 presented below have been derived from our audited consolidated financial statements and footnotes included elsewhere in this Annual Report on Form 10-K. The consolidated statement of operations and comprehensive loss data for the years ended December 31, 2016 and 2015 and the consolidated balance sheet data as of December 31, 2017, 2016 and 2015 have been derived from our audited consolidated financial statements which are not included herein. Historical results are not necessarily indicative of future results. The following data should be read in conjunction with Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K.

	Year Ended December 31,				
	2019	2018	2017	2016	2015
	(in thousands, except share and per share data)				
Statement of Operations Data:					
Total revenues	\$ 64,188	\$ 60,121	\$ 157,742	\$ 91,880	\$ 100,854
Costs and expenses:					
Research and development	195,309	190,827	147,232	122,091	98,271
General and administrative	46,064	40,500	32,653	29,831	22,765
Total costs and expenses	241,373	231,327	179,885	151,922	121,036
Loss from operations	(177,185)	(171,206)	(22,143)	(60,042)	(20,182)
Other income (expense)	25,374	(247)	2,517	1,514	42
Net loss	(151,811)	(171,453)	(19,626)	(58,528)	(20,140)
Other comprehensive loss:					
Unrealized gain (loss) on investments	19	58	21	(77)	(5)
Comprehensive loss	\$ (151,792)	\$ (171,395)	\$ (19,605)	\$ (58,605)	\$ (20,145)
Basic and diluted net loss per common share	\$ (3.16)	\$ (4.19)	\$ (0.54)	\$ (1.69)	\$ (0.63)
Basic and diluted weighted average number of common shares	48,082,728	40,925,318	36,095,080	34,685,274	31,801,645
	As of December 31,				
	2019	2018	2017	2016	2015
	(in thousands)				
Balance Sheet Data:					
Cash, cash equivalents and marketable securities	\$ 215,756	\$ 232,863	\$ 305,121	\$ 284,982	\$ 339,049
Total assets	312,501	332,130	373,883	311,263	359,269
Deferred revenue	19,853	40,722	20,839	14,306	18,497
Total stockholders' equity	230,628	242,877	299,238	268,751	313,337

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) (3) Exhibits

The exhibits filed as part of this Amendment No. 1 to the Annual Report on Form 10-K/A are set forth on the Exhibit Index, which is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized:

MacroGenics, Inc.

By: /s/ Scott Koenig
Scott Koenig, M.D., Ph.D.
President and CEO and Director

Date: March 2, 2020

EXHIBIT INDEX

Exhibit No.	Description
31.1	Rule 13a-14(a) Certification of Principal Executive Officer
31.2	Rule 13a-14(a) Certification of Principal Financial Officer
101.SCH	XBRL Schema Document
101.CAL	XBRL Calculation Linkbase Document
101.DEF	XBRL Definition Linkbase Document
101.LAB	XBRL Labels Linkbase Document
101.PRE	XBRL Presentation Linkbase Document
104	Cover Page Interactive Data (formatted as Inline XBRL and contained in Exhibit 101 filed herewith)

I, Scott Koenig, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K of MacroGenics, Inc. (this “Report”); and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Report.

/s/ Scott Koenig

Scott Koenig, M.D., Ph.D.
President and Chief Executive Officer
(Principal Executive Officer)

Date: March 2, 2020

I, James Karrels, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K of MacroGenics, Inc. (this “Report”); and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Report.

/s/ James Karrels

James Karrels
Senior Vice President and Chief Financial Officer
(Principal Financial Officer)

Date: March 2, 2020