

**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>ALTA BIOPHARMA PARTNERS III LP</u> _____ (Last) (First) (Middle) <u>ONE EMBARCADERO CENTER</u> <u>37TH FLOOR</u> _____ (Street) <u>SAN FRANCISCO CA 94111</u> _____ (City) (State) (Zip)			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) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) <u>10/16/2013</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person					

**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		1,137,332	A	(1)	1,137,332	I	see footnote(2)
Common Stock	10/16/2013		C		656,657	A	(3)	1,793,989	I	see footnote(4)
Common Stock	10/16/2013		C		204,206	A	(3)	1,998,195	I	see footnote(5)
Common Stock	10/16/2013		X		15,314	A	(6)	2,013,509	I	see footnote(7)

**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 B Convertible Preferred Stock	(1)	10/16/2013		C		18,728,346		(1)	(1)	Common Stock	1,137,332	(1)	0	I	see footnote(2)
Series C Convertible Preferred Stock	(3)	10/16/2013		C		12,328,024		(3)	(3)	Common Stock	656,657	(3)	0	I	see footnote(4)
Series D-2 Convertible Preferred Stock	(3)	10/16/2013		C		3,833,767		(3)	(3)	Common Stock	204,206	(3)	0	I	see footnote(5)
Series D-2 Convertible Preferred Warrants	(3)	10/16/2013		X		287,533		(8)	10/16/2013	Common Stock	15,314	(6)	0	I	see footnote(7)

1. Name and Address of Reporting Person\*  
ALTA BIOPHARMA PARTNERS III LP  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
ONE EMBARCADERO CENTER  
37TH FLOOR  
 \_\_\_\_\_  
 (Street)  
SAN FRANCISCO CA 94111  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
ALTA BIOPHARMA PARTNERS III GMBH &

## CO BETEILIGUNGS KG

(Last) (First) (Middle)

ONE EMBARCADERO CENTER  
37TH FLOOR

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

### 1. Name and Address of Reporting Person\*

ALTA EMBARCADERO BIOPHARMA  
PARTNERS III LLC

(Last) (First) (Middle)

ONE EMBARCADERO CENTER  
37TH FLOOR

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

### Explanation of Responses:

- 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 the closing of the Issuer's initial public offering. The shares had no expiration date.
- These securities are held as follows: 1,041,702 by Alta BioPharma Partners III, L.P. ("ABP III"), 69,959 by Alta BioPharma Partners III LP GmbH ("ABP III KG") and 25,671 by Alta Embarcadero BioPharma Partners III, LLC ("AEBP III"). Alta BioPharma Management Partners III, LLC is the general partner of ABP III, the managing limited partner of ABP III KG and the manager of AEBP III and disclaims beneficial ownership of these securities except to the extent of any 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 the closing of the Issuer's initial public offering. The shares had no expiration date.
- These securities are held as follows: 601,443 by ABP III, 40,392 by ABP III KG and 14,822 by AEBP III. Alta BioPharma Management Partners III, LLC is the general partner of ABP III, the managing limited partner of ABP III KG and the manager of AEBP III and disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.
- These securities are held as follows: 187,036 by ABP III, 12,561 by ABP III KG and 4,609 by AEBP III. Alta BioPharma Management Partners III, LLC is the general partner of ABP III, the managing limited partner of ABP III KG and the manager of AEBP III and disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.
- As exercised, 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: 14,027 by ABP III, 942 by ABP III KG and 345 by AEBP III. Alta BioPharma Management Partners III, LLC is the general partner of ABP III, the managing limited partner of ABP III KG and the manager of AEBP III and disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.
- Immediately.

### Remarks:

/s/ Edward Hurwitz

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.

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