

MACROGENICS INC

Form 4

October 18, 2013

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
INTERWEST PARTNERS VIII LP

(Last) (First) (Middle)

2710 SAND HILL RD, SUITE 200

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

MACROGENICS INC [MGNX]

3. Date of Earliest Transaction (Month/Day/Year)

10/16/2013

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

___ Form filed by One Reporting Person
X 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 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)

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Common Stock	10/16/2013		C	2,448	A	(5)	1,908,716	I	See Footnote (9)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Series A-1 Convertible Preferred Stock	(1)	10/16/2013		C	12,001,000	(1)	(1)	Common Stock
Series B Convertible Preferred Stock	(3)	10/16/2013		C	10,131,856	(3)	(3)	Common Stock
Series C Convertible Preferred Stock	(5)	10/16/2013		C	5,547,611	(5)	(5)	Common Stock
Series D-2 Convertible Preferred Stock	(5)	10/16/2013		C	613,402	(5)	(5)	Common Stock
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
Series D-2 Convertible Preferred Stock	(5)	10/16/2013		C	2,448	(5)	(5)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
INTERWEST PARTNERS VIII LP 2710 SAND HILL RD SUITE 200 MENLO PARK, CA 94025		X		
InterWest Management Partners VIII, LLC 2710 SAND HILL RD SUITE 200 MENLO PARK, CA 94025		X		
INTERWEST INVESTORS VIII L P 2710 SAND HILL RD SUITE 200 MENLO PARK, CA 94025		X		
INTERWEST INVESTORS Q VIII LP 2710 SAND HILL RD SUITE 200 MENLO PARK, CA 94025		X		
CASH HARVEY B 2710 SAND HILL RD SUITE 200 MENLO PARK, CA 94025		X		
GIANOS PHILIP T 2710 SAND HILL RD SUITE 200 MENLO PARK, CA 94025		X		
Kliman Gilbert H 2710 SAND HILL RD SUITE 200 MENLO PARK, CA 94025		X		
HEDRICK W SCOTT 2710 SAND HILL RD SUITE 200 MENLO PARK, CA 94025		X		
Holmes W Stephen 2710 SAND HILL RD SUITE 200 MENLO PARK, CA 94025		X		

Signatures

/s/ W. Stephen Holmes, Managing Director

10/18/2013

**Signature of Reporting Person

Date

/s/ W. Stephen Holmes, Managing Director

10/18/2013

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

Explanation of Responses:

- * 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).
- (1) 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 ("IIQ8") (collectively, the "InterWest Funds"). 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 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.
 - (2) 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 IIQ8. 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 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.
 - (3) 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 IIQ8. 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 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.
 - (4) These securities are held as follows: 31,519 by IW8, 251 by II8 and 901 by IIQ8. 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

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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.

- (8) 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.

- (9) These securities are held as follows: 2,363 by IW8, 18 by I18 and 67 by I1Q8. IMP8 is the General Partner of IW8, I18 and I1Q8 and has sole voting and investment control over the shares owned by IW8, I18 and I1Q8. 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.

- (10) Immediately.

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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