

MACROGENICS INC  
Form 3  
October 09, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                               |  |
| Â ALTA BIOPHARMA PARTNERS III LP          |         | (Month/Day/Year)                     | MACROGENICS INC [MGNX]   |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                                 | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| ONE EMBARCADERO CENTER,Â 37TH FLOOR       |         |                                      | (Check all applicable)   |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director  | <input checked="" type="checkbox"/> 10% Owner        |
| SAN FRANCISCO,Â CAÂ 94111                 |         |                                      | <input type="checkbox"/> Officer   | <input type="checkbox"/> Other                       |
| (City)                                    | (State) | (Zip)                                | (give title below)   | (specify below)                                      |
|   |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)                       |  |
|   |         |                                      | <input type="checkbox"/> Form filed by One Reporting Person                      |  |
|   |         |                                      | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |  |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|   |   |  |  |  |  |
|---|---|--|--|--|--|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of                                  |  |

|   |       |       |              | Shares      |        | or Indirect<br>(I)<br>(Instr. 5) |                                   |
|---|-------|-------|--------------|-------------|--------|----------------------------------|-----------------------------------|
| Series B Convertible Preferred Stock      | Â (1) | Â (1) | Common Stock | 18,728,346  | \$ (1) | I                                | ABP III, ABP III KG, AEBP III (2) |
| Series C Convertible Preferred Stock      | Â (3) | Â (3) | Common Stock | 12,328,024  | \$ (3) | I                                | ABP III, ABP III KG, AEBP III (4) |
| Series D-2 Convertible Preferred Stock    | Â (3) | Â (3) | Common Stock | 3,833,767   | \$ (3) | I                                | ABP III, ABP III KG, AEBP III (5) |
| Series D-2 Convertible Preferred Warrants | Â (6) | Â (7) | Common Stock | 287,533 (3) | \$ (3) | I                                | ABP III, ABP III KG, AEBP III (8) |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| ALTA BIOPHARMA PARTNERS III LP<br>ONE EMBARCADERO CENTER<br>37TH FLOOR<br>SAN FRANCISCO, CA 94111                        | Â             | Â X       | Â       | Â     |
| ALTA BIOPHARMA PARTNERS III GMBH & CO BETEILIGUNGS KG<br>ONE EMBARCADERO CENTER<br>37TH FLOOR<br>SAN FRANCISCO, CA 94111 | Â             | Â X       | Â       | Â     |
| ALTA EMBARCADERO BIOPHARMA PARTNERS III LLC<br>ONE EMBARCADERO CENTER<br>37TH FLOOR<br>SAN FRANCISCO, CA 94111           | Â             | Â X       | Â       | Â     |

## Signatures

/s/ Edward  
Hurwitz

10/09/2013

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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 B Convertible Preferred Stock is convertible into 0.0607 of a share of Common Stock without payment of further consideration and will automatically convert into 0.0607 of a share of Common Stock upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

(2) These securities are held as follows: 17,153,592 by Alta BioPharma Partners III, L.P. ("ABP III"), 1,152,018 by Alta BioPharma Partners III LP GmbH ("ABP III KG") and 422,736 by Alta Embarcadero BioPharma Partners III, LLC ("AEBP III"). Alta BioPharma Management Partners III, LLC ("ABMP") is the general partner of ABP III, the managing limited partner of ABP III KG and the manager of AEBP III. ABMP disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.

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- (3) Each share of Series C Convertible Preferred Stock and each share of Series D-2 Convertible Preferred Stock is convertible into 0.0533 of a share of Common Stock without payment of further consideration and will automatically convert into 0.0533 of a share of Common Stock upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

- (4) These securities are held as follows: 11,291,435 by ABP III , 758,321 by ABP III KG and 278,268 by AEBP III. ABMP is the general partner of ABP III, the managing limited partner of ABP III KG and the manager of AEBP III. ABMP disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.

- (5) These securities are held as follows: 3,511,408 by ABP III , 235,823 by ABP III KG and 86,536 by AEBP III. ABMP is the general partner of ABP III, the managing limited partner of ABP III KG and the manager of AEBP III. ABMP disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.

- (6) Immediately.

- (7) The warrants will expire upon the closing of the initial public offering.

- (8) These securities are held as follows: 263,356 by ABP III , 17,687 by ABP III KG and 6,490 by AEBP III. ABMP is the general partner of ABP III, the managing limited partner of ABP III KG and the manager of AEBP III. ABMP disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.

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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