FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washing

ton,	D.C.	20549		

OMB APP	OMB APPROVAL								
OMB Number:	3235-0287								
Estimated average b	ourden								

0.5

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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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

					_							
	2. Issuer Name and Ticker or Trading Symbol MACROGENICS INC [MGNX]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
					-	-						Owner
	Date of Earliest Transaction (Month/Day/Year)					\neg	helow)		belo	´ I		
02/2	02/22/2023						Senio	Senior VP and General Counsel				
4. If .	Amen	ndmen	it, Date o	f Original	Filed	(Month/D	ay/Year)			Joint/Group	Filing (Check	Applicable
									,	iled by One	e Reporting Pe	rson
											e than One R	eporting
erivative	Sec	uriti	es Acc	quired,	Dis	osed o	of, or Be	neficia	lly Owned	t		
Transaction ate onth/Day/Yea	Day/Year) if		2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction I				d Securition Benefici Owned I	ies cially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	Amount	(A) o (D)	Price	Transac	tion(s)		(111511.4)
02/22/2023	3			M		8,750	0 A	\$0(1	8,	750	D	
02/22/2023	/2023		F		3,37	8 D	\$6.5	5,372		D		
									y Owned			
1	Lalis	-	1	•	_							
		on of E		Expiration Date			Amount of Securities Underlying Derivative Secur (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Owners Form: Direct (or Indir (I) (Inst	Beneficial Ownership ect (Instr. 4)
Code	v	(A)					Title	Amount or Number of Shares				
М		П	8,750	(1)		(1)	Common	8,750	\$0	0	D	
	erivative Gransaction te conth/Day/Yea 2/22/2023 rivative Sq., puts, of arrivative Sq., puts,	erivative Securonth/Day/Year) 2/2/22/2023 rivative Securonth/Day/Year) 4. If Americal Securonth/Day/Year) 2/2/22/2023 rivative Securonth/Day/Year) 4. Transaction Code (Instr. 8)	MACROG 3. Date of Earlie 02/22/2023 4. If Amendment 2A. Dee Execution if any (Month/) 2/2/22/2023 2/2/22/2023 2/2/22/2023 2/2/22/2023 2/2/22/2023 2/2/22/2023 2/2/22/2023 2/2/2/2/2023 2/2/2/2/2023 2/2/2/2/2023 2/2/2/2/2023 2/2/2/2/2023 2/2/2/2/2023 2/2/2/2/2023 2/2/2/2/2023 2/2/2/2/2023 2/2/2/2/2023 2/2/2/2/2023 2/2/2/2/2023 2/2/2/2/2/2023 2/2/2/2/2/2/2/2/2/2/2/2/2/2/2/2/2/2/	MACROGENIC 3. Date of Earliest Trans 02/22/2023 4. If Amendment, Date of Execution Date, of Execution Date, if any (Month/Day/Year) 2/22/2023 rivative Securities Acquired (A) or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D)	MACROGENICS INC 3. Date of Earliest Transaction (Mc 02/22/2023 4. If Amendment, Date of Original 4. If Amendment, Date of Original 2A. Deemed Execution Date, if any (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) Code (Instr. fan) 2. Detemed Execution Date, if any (Month/Day/Year) 2. Demed Execution Date, if any (Month/Day/Year) 3. Transaction Code (Instr. fan) 4. Transaction of (Month/Day/Year) 5. Number of Operivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D) Date Exercisable	MACROGENICS INC Month/D 3. Date of Earliest Transaction (Month/D 02/22/2023 4. If Amendment, Date of Original Filed 2A. Deemed Execution Date, if any (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2A. 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Price (D) (Instr. 3 and 4) 9. Price (D) (Instr. 3 and 4) 9. Price (D) (Instr. 4) 9. Price (D) (

Explanation of Responses:

1. On February 22, 2022 the reporting person was granted 35,000 restricted stock units, 25% of which vested on February 22, 2023 and 75% of which will vest two years after the date of grant. Restricted stock units convert into the Company's stock on a one-for-one basis.

Remarks:

/s/ Lynn Cilinski, Attorney-in-

Fact

** Signature of Reporting Person

Date

02/24/2023

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.