OMB APPROVAL					
OMB Number:	3235-0145				
Expires: F	ebruary 28, 2010				
Estimated average burden					
hours per respo	onse 10.4				

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (AMENDMENT NO)*

MacroGenics, Inc.

(Name of Issuer)

Common Stock (Title of Class of Securities)

> 556099 10 9 (CUSIP Number)

December 31, 2013 (Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Cusip N	o. 556099 10	9 13G	Page 2 of 14 Pages			
1	NAME OF	REPORTING PERSONS				
	InterWes	st Partners VIII, LP				
	I.R.S. ID	ENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)				
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
	(a) 🗆	(b) □				
3	SEC USE (DNLY				
4	CITIZENS	HIP OR PLACE OF ORGANIZATION				
	Californi	ia				
	5	SOLE VOTING POWER				
		1,841,159				
	IBER OF 6	SHARED VOTING POWER				
BENE	FICIALLY	0				
1	NED BY 7	SOLE DISPOSITIVE POWER				
1	RSON VITH	1,841,159				
•	8					
		0				
9	AGGREGA	ATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	1,841,159)				
10		OX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: □				
11	DERCENT	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11	FERCENT	OF CLASS REFRESENTED BY AMOUNT IN NOW (9)				
40	7.4%	AND				
12	TYPE OF I	REPORTING PERSON				
	PN					

Cusip No	o. 556099 1	10 9	13G	Page 3 of 14 Pages			
1	NAME C)F F	EPORTING PERSONS	_			
	InterWest Investors VIII, LP						
	I.R.S. II	DΕ	NTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) \Box (b) \Box						
3	SEC USE	E O	NLY				
4	CITIZEN	ISH	IP OR PLACE OF ORGANIZATION				
	Califor	nia					
		5	SOLE VOTING POWER				
			14,802				
	IBER OF IARES	6	SHARED VOTING POWER				
	FICIALLY NED BY		0				
REPO	ORTING	7	SOLE DISPOSITIVE POWER				
	RSON VITH		14,802				
		8	SHARED DISPOSITIVE POWER				
			0				
9	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	14,802						
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: □						
11	PERCEN	ΤC	F CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	Less tha	ın (0.1%				
12			EPORTING PERSON				
	PN						

Cusip No	. 556099 1	10 9	13G	Page 4 of 14 Pages			
1	NAME C)F R	REPORTING PERSONS				
	InterWest Investors Q VIII, LP						
			NTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) □ (b) □						
3	SEC USE	E OI	NLY				
4	CITIZEN	ISH	IP OR PLACE OF ORGANIZATION				
	Califor	nia					
		5	SOLE VOTING POWER				
			52,755				
	BER OF ARES	6	SHARED VOTING POWER				
BENEF	FICIALLY VED BY		0				
REPO	ORTING	7	SOLE DISPOSITIVE POWER				
	RSON /ITH		52,755				
		8	SHARED DISPOSITIVE POWER				
			0				
9	AGGRE	GAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	52,755						
10	CHECK	BO	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: □				
11	PERCEN	T C	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	0.2 %						
12		FRI	EPORTING PERSON				
	PN						

Cusipit	0.000000		ruge 5 of 111 uges					
1	NAME OF	F REPORTING PERSONS						
		est Management Partners VIII, LLC (the General Partner of InterWest Partners VIII, LP, In es VIII, LP, and InterWest Investors Q VIII, LP)	nterWest					
		I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) □ (b) □							
3	SEC USE (ONLY						
4	CITIZENS	SHIP OR PLACE OF ORGANIZATION						
	Californ	nia						
	5	5 SOLE VOTING POWER						
		1,908,716						
	IBER OF 6	6 SHARED VOTING POWER						
BENE	FICIALLY NED BY	0						
REP	ORTING ⁷	7 SOLE DISPOSITIVE POWER						
	CRSON WITH	1,908,716						
	8	8 SHARED DISPOSITIVE POWER						
		0						
9	AGGREGA	ATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	1,908,716							
10	CHECK B	OX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: □						
11	PERCENT	T OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	7.6%							
12	TYPE OF	REPORTING PERSON						
	00							

Cusip N	o. 556099 1	10 9	13G	Page 6 of 14 Pages			
1	NAME C)F F	EPORTING PERSONS				
	Harvey B. Cash (a Managing Director of InterWest Management Partners VIII)						
	I.R.S. II	DE	NTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)				
2	CHECK	TH	E APPROPRIATE BOX IF A MEMBER OF A GROUP				
	(a) □	(1					
3	SEC USI	E O	NLY				
4	CITIZEN	ISH	IP OR PLACE OF ORGANIZATION				
	United	C+.	· too				
	United	5 5	SOLE VOTING POWER				
		J	SOLE VOTING TOWER				
			0				
_	IBER OF IARES	6	SHARED VOTING POWER				
_	FICIALLY		1,908,716				
	NED BY	7	SOLE DISPOSITIVE POWER				
	ORTING RSON						
	VITH		0				
		8	SHARED DISPOSITIVE POWER				
			1,908,716				
9	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	1,908,7	16					
10			X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: □				
11	PERCEN	IT (F CLASS REPRESENTED BY AMOUNT IN ROW (9)				

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Harvey B. Cash that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

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IN

TYPE OF REPORTING PERSON

Page 6 of 14 Pages

Cusip N	o. 556099	10 9	13G	Page 7 of 14 Page	
1			REPORTING PERSONS Gianos (a Managing Director of InterWest Management Partners VIII, LLC)		
	I.R.S. I	DE	NTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)		
2		TH	E APPROPRIATE BOX IF A MEMBER OF A GROUP □ □		
3	SEC USI	Ε Ο	NLY		
4	CITIZEN		IP OR PLACE OF ORGANIZATION		
NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH		6	O SHARED VOTING POWER 1,908,716 SOLE DISPOSITIVE POWER		
		8	0 SHARED DISPOSITIVE POWER 1,908,716		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,908,716				
10			X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: □		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Philip T. Gianos that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

TYPE OF REPORTING PERSON

IN

Page 7 of 14 Pages

Cusip No	o. 556099 1	0 9	13G	Page 8 of 14 Pages			
1	NAME OF REPORTING PERSONS W. Stephen Holmes III (a Managing Director of InterWest Management Partners VIII, LLC) I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) □ (b) □						
3	SEC USE	. O	NLY				
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States						
SH BENEI OWN REPO	BER OF ARES FICIALLY NED BY ORTING RSON VITH	5 6 7 8	SOLE VOTING POWER 0 SHARED VOTING POWER 1,908,716 SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER 1,908,716				
9	AGGREC 1,908,7		E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
10			X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: \Box				
11	PERCEN	$T\bar{c}$	E CLASS REPRESENTED BY AMOUNT IN ROW (9)				

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by W. Stephen Holmes III that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

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IN

TYPE OF REPORTING PERSON

Page 8 of 14 Pages

Cusip N	o. 556099 1	10 9	13G	Page 9 of 14 Pages			
1	NAME OF REPORTING PERSONS Gilbert H. Kliman (a Managing Director of InterWest Management Partners VIII, LLC)						
			NTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)				
2	CHECK (a) □		E APPROPRIATE BOX IF A MEMBER OF A GROUP o) □				
3	SEC USI	E O	NLY				
4			IP OR PLACE OF ORGANIZATION				
	United						
		5	SOLE VOTING POWER 0				
SH BENE	IBER OF IARES FICIALLY	6	SHARED VOTING POWER 1,908,716				
OWNED BY REPORTING PERSON WITH		7	SOLE DISPOSITIVE POWER 0				
,	, 1111	8	SHARED DISPOSITIVE POWER 1,908,716				
9	AGGRE	GA	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	1,908,7						
10	CHECK	ВО	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: \Box				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Gilbert H. Kliman that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

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IN

TYPE OF REPORTING PERSON

Page 9 of 14 Pages

Cusip No	556099 1	10 9	13G	Page 10 of 14 Page			
1	Arnold	L.	CEPORTING PERSONS Oronsky (a Managing Director of InterWest Management Partners VIII, LLC) NTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) □ (b) □						
3	SEC USE	Ξ Ο	NLY				
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States						
NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH		5 6 7	SOLE VOTING POWER 0 SHARED VOTING POWER 1,908,716 SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER 1,908,716				
9			E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
10	1,908,7 CHECK		X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: □				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Arnold L. Oronsky that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

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IN

TYPE OF REPORTING PERSON

Page 10 of 14 Pages

ITEM 1.

(a) NAME OF ISSUER: MacroGenics, Inc.

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICE:

9640 Medical Center Drive Rockville, MD 20850

ITEM 2.

(a) NAME OF PERSON(S) FILING:

InterWest Partners VIII, LP ("IWP VIII")
InterWest Investors VIII, LP ("II VIII")
InterWest Investors Q VIII, LP ("IIQ VIII")
InterWest Management Partners VIII, LLC ("IMP VIII")
Harvey B. Cash ("Cash")
Philip T. Gianos ("Gianos")
W. Stephen Holmes III ("Holmes")
Gilbert H. Kliman ("Kliman")
Arnold L. Oronsky ("Oronsky")

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

2710 Sand Hill Road, Suite 200, Menlo Park, CA 94025

(c) CITIZENSHIP/PLACE OF ORGANIZATION:

IWP VIII: California II VIII: California California IIQ VIII: IMP VIII: California Cash: **United States** Gianos: **United States** Holmes: **United States** Kliman: **United States** Oronsky: **United States**

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(d) TITLE OF CLASS OF SECURITIES: Common Stock

(e) CUSIP NUMBER: 556099 10 9

ITEM 3. NOT APPLICABLE.

ITEM 4. OWNERSHIP.

	IWP VIII	II VIII	IIQ VIII	IMP VIII (1)
Beneficial Ownership	1,841,159	14,802	52,755	1,908,716
Percentage of Class	7.4%	Less than 0.1%	0.2%	7.6%
Sole Voting Power	1,841,159	14,802	52,755	1,908,716
Shared Voting Power	0	0	0	0
Sole Dispositive Power	1,841,159	14,802	52,755	1,908,716
Shared Dispositive Power	0	0	0	0

	Cash (2)	Gianos (2)	Holmes (2)
Beneficial Ownership	1,908,716	1,908,716	1,908,716
Percentage of Class	7.6%	7.6%	7.6%
Sole Voting Power	0	0	0
Shared Voting Power	1,908,716	1,908,716	1,908,716
Sole Dispositive Power	0	0	0
Shared Dispositive Power	1.908.716	1.908.716	1.908.716

	Kliman (2)	Oronsky (2)
Beneficial Ownership	1,908,716	1,908,716
Percentage of Class	7.6%	7.6%
Sole Voting Power	0	0
Shared Voting Power	1,908,716	1,908,716
Sole Dispositive Power	0	0
Shared Dispositive Power	1,908,716	1,908,716

⁽¹⁾ IMP VIII is the general partner of IWP VIII, II VIII and IIQ VIII.

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⁽²⁾ Cash, Gianos, Holmes, Kliman and Oronsky are Managing Directors of IMP VIII.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited liability company operating agreement of IMP VIII, the members of such limited liability company have the right to receive dividends from, or the proceeds from the sale of, the common stock of Issuer beneficially owned by such limited liability company.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

No reporting person is a member of a group as defined in section 240.13d-1(b)(1)(iii)(H) of the Act.

ITEM 9. NOTICE OF DISSOLUTION OF THE GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

Not applicable.

EXHIBITS

Joint Filing Statement attached as Exhibit A.

Page 13 of 14 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2014

By: /s/ Harvey B. Cash

Name: Harvey B. Cash

By: /s/ Philip T. Gianos

Name: Philip T. Gianos

By: /s/ W. Stephen Holmes

Name: W. Stephen Holmes

By: /s/ Gilbert H. Kliman

Name: Gilbert H. Kliman

By: /s/ Arnold L. Oronsky

Name: Arnold L. Oronsky

INTERWEST PARTNERS VIII, LP

By: InterWest Management Partners VIII, LLC

its General Partner

By: /s/ W. Stephen Holmes

Managing Director

INTERWEST INVESTORS VIII, LP

By: InterWest Management Partners VIII, LLC

its General Partner

 B_{V} : /s/ W. Stephen Holmes

Managing Director

INTERWEST INVESTORS Q VIII, LP

By: InterWest Management Partners VIII, LLC

its General Partner

By: /s/ W. Stephen Holmes

Managing Director

INTERWEST MANAGEMENT PARTNERS VIII, LLC

By: /s/ W. Stephen Holmes

Managing Director

Page 14 of 14 Pages

Joint Filing Statement

We, the undersigned, hereby express our agreement that the attached Schedule 13G is filed on behalf of each of us.

Date: February 14, 2014

By: /s/ Harvey B. Cash

Name: Harvey B. Cash

By: /s/ Philip T. Gianos

Name: Philip T. Gianos

By: /s/ W. Stephen Holmes

Name: W. Stephen Holmes

By: /s/ Gilbert H. Kliman

Name: Gilbert H. Kliman

By: /s/ Arnold L. Oronsky

Name: Arnold L. Oronsky

INTERWEST PARTNERS VIII, LP

By: InterWest Management Partners VIII, LLC

its General Partner

By: /s/ W. Stephen Holmes

Managing Director

INTERWEST INVESTORS VIII, LP

By: InterWest Management Partners VIII, LLC

its General Partner

By: /s/ W. Stephen Holmes

Managing Director

INTERWEST INVESTORS Q VIII, LP

By: InterWest Management Partners VIII, LLC

its General Partner

By: /s/ W. Stephen Holmes

Managing Director

INTERWEST MANAGEMENT PARTNERS VIII, LLC

By: /s/ W. Stephen Holmes

Managing Director