FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): May 13, 2021

MACROGENICS, INC.
(Exact Name of Registrant as Specified in Charter)

Delaware	001-36112	06-1591613
(State or Other Jurisdiction of Incorporation)	*(Commission File Number)*	*(IRS Employer Identification No.)*

9704 Medical Center Drive	
Rockville, Maryland	**20850**
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: **(301) 251-5172**

Not applicable
(Former Name or Former Address, if Changed Since Last Report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.01 per share	MGNX	Nasdaq Global Select Market

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.07 **Submission of Matters to a Vote of Security Holders.**

MacroGenics, Inc. (the "Company") held its 2021 Annual Meeting of Stockholders on May 13, 2021. A total of 53,504,495 shares of the Company's common stock were present or represented by proxy at the meeting, which represented approximately 89% of the Company's 59,967,099 shares of common stock that were outstanding and entitled to vote at the meeting as of the record date the close of business on March 19, 2021. Stockholders considered the three proposals outlined below, each of which is described in more detail in the Company's definitive proxy statement (the "Proxy Statement") filed with the Securities and Exchange Commission on April 2, 2021.

Proposal 1. The election of three nominees to serve as Class II directors, each for a term of three years. All director nominees were elected. The voting results were as follows:

Nominees	For	Withheld	Broker Non-Votes
Kenneth Galbraith	49,610,309	967,555	2,926,631
Scott Jackson	50,234,323	343,541	2,926,631
David Stump, M.D.	48,594,198	1,983,666	2,926,631

Proposal 2. The ratification of the appointment by the Audit Committee of the Board of Directors of the Company of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2021. Proposal 2 was approved. The voting results were as follows:

For	Against	Abstain	Broker Non-Votes
53,472,107	15,164	17,224	—

Proposal 3. To approve, on an advisory basis, the compensation of our named executive officers as disclosed in our Proxy Statement. Stockholders approved the compensation of our named executive officers. The voting results were as follows:

For	Against	Abstain	Broker Non-Votes
48,895,827	1,660,237	21,800	2,926,631

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

	MACROGENICS, INC.	
Date: May 18, 2021	By:	/s/ Jeffrey Peters
	Name:	Jeffrey Peters
	Title:	Vice President and General Counsel