

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>ALTA BIOPHARMA PARTNERS III LP</u> (Last) (First) (Middle) ONE EMBARCADERO CENTER 37TH FLOOR (Street) SAN FRANCISCO CA 94111 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/09/2013	3. Issuer Name and Ticker or Trading Symbol <u>MACROGENICS INC [MGNX]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) 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 (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	18,728,346	(1)	I	ABP III, ABP III KG, AEBP III ⁽²⁾
Series C Convertible Preferred Stock	(3)	(3)	Common Stock	12,328,024	(3)	I	ABP III, ABP III KG, AEBP III ⁽⁴⁾
Series D-2 Convertible Preferred Stock	(3)	(3)	Common Stock	3,833,767	(3)	I	ABP III, ABP III KG, AEBP III ⁽⁵⁾
Series D-2 Convertible Preferred Warrants	(6)	(7)	Common Stock	287,533 ⁽³⁾	(3)	I	ABP III, ABP III KG, AEBP III ⁽⁸⁾

1. Name and Address of Reporting Person*
ALTA BIOPHARMA PARTNERS III LP
 (Last) (First) (Middle)
 ONE EMBARCADERO CENTER
 37TH FLOOR
 (Street)
 SAN FRANCISCO CA 94111
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
ALTA BIOPHARMA PARTNERS III GMBH & CO BETEILIGUNGS KG
 (Last) (First) (Middle)
 ONE EMBARCADERO CENTER
 37TH FLOOR
 (Street)
 SAN FRANCISCO CA 94111
 (City) (State) (Zip)

1. Name and Address of Reporting Person*

[ALTA EMBARCADERO BIOPHARMA PARTNERS III LLC](#)

(Last) (First) (Middle)

[ONE EMBARCADERO CENTER
37TH FLOOR](#)

(Street)

[SAN FRANCISCO CA 94111](#)

(City)

(State)

(Zip)

Explanation of Responses:

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.
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.

Remarks:

[/s/ Edward Hurwitz](#)

[10/09/2013](#)

** Signature of Reporting Person

Date

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 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).

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.