
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

MACROGENICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

9640 Medical Center Drive, Rockville, MD
(Address of Principal Executive Offices)

06-1591613
(I.R.S. Employer
Identification No.)

20850
(Zip Code)

**2000 Stock Option and Incentive Plan
2003 Equity Incentive Plan
2013 Equity Incentive Plan**
(Full title of the plan)

Scott Koenig, M.D., Ph.D.
President and Chief Executive Officer
9640 Medical Center Drive
Rockville, MD 20850
(Name and address of agent for service)

(301) 251-5172
(Telephone number, including area code, of agent for service)

Copies to:

Richard E. Baltz, Esq.
Arnold & Porter LLP
555 Twelfth Street NW
Washington, DC 20004
(202) 942-5000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller Reporting Company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.01 par value per share	4,837,172 shares(2)	\$11.48(3)	\$55,532,779.08(3)	\$7,152.62

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Consists of (i) 24,000 shares issuable under the 2000 Stock Option and Incentive Plan, (ii) 2,853,004 shares issuable under the 2003 Equity Incentive Plan and (iii) 1,960,168 shares issuable under the 2013 Equity Incentive Plan. Upon the expiration of outstanding awards under the 2003 Equity Incentive Plan, the unissued balance of shares issuable under such awards will be issuable under the 2013 Equity Incentive Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended. The price per share and aggregate offering price are calculated on the basis of (i) \$0.83, the weighted average exercise price of the 24,000 shares subject to outstanding stock option grants under the 2000 Stock Option and Incentive Plan, at prices ranging from \$0.80 to \$0.94, (ii) \$1.45, the weighted average exercise price of the 2,853,004 shares subject to outstanding stock option grants under the 2003 Equity Incentive Plan, at prices ranging from \$0.70 to \$7.51, and (iii) \$26.21, the average of the high and low price of the registrant’s Common Stock as reported on the NASDAQ Global Market on November 11, 2013 with respect to the 1,960,168 shares issuable under the 2013 Equity Incentive Plan that are not subject to outstanding awards.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

The information required by Item 1 is included in documents sent or given to participants in the plans covered by this registration statement pursuant to Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act").

Item 2. Registrant Information and Employee Plan Annual Information.

The written statement required by Item 2 is included in documents sent or given to participants in the plans covered by this registration statement pursuant to Rule 428(b)(1) of the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The registrant is subject to the informational and reporting requirements of Sections 13(a), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith files reports, proxy statements and other information with the Securities and Exchange Commission (the "Commission"). The following documents, which are on file with the Commission, are incorporated in this registration statement by reference:

- a) The prospectus filed by the registrant with the Commission pursuant to Rule 424(b) under the Securities Act, on October 11, 2013, relating to the registration statement on Form S-1, as amended (File No. 333-190994), which contains the registrant's audited financial statements for the latest fiscal year for which such statements have been filed.
- b) The quarterly report filed by the registrant with the Commission for the quarter ended September 30, 2013 (File No. 01-36112) and current report on Form 8-K filed with the Commission on October 18, 2013 under the Securities Exchange Act of 1934, as amended (the "Exchange Act").
- c) The description of the securities contained in the registrant's registration statement on Form 8-A filed by the registrant with the Commission under Section 12(b) of the Exchange Act on October 7, 2013, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of the filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 102 of the Delaware General Corporation Law permits a corporation to eliminate the personal liability of its directors or its stockholders for monetary damages for a breach of fiduciary duty as a director, except where the director breached his or her duty of loyalty, failed to act in good faith, engaged in intentional misconduct or knowingly violated a law, authorized the payment of a dividend or approved a stock repurchase in violation of Delaware corporate law or obtained an improper personal benefit. The registrant's certificate of incorporation provides that no director shall be personally liable to the registrant or its stockholders for monetary damages for any breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability, except to the extent that the Delaware General Corporation Law prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty.

Section 145 of the Delaware General Corporation Law provides that a corporation has the power to indemnify a director, officer, employee or agent of the corporation and certain other persons serving at the request of the corporation in related capacities against expenses (including attorneys' fees), judgments, fines and amounts paid in settlements actually and reasonably incurred by the person in connection with an action, suit or proceeding to which he or she is or is threatened to be made a party by reason of such position, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, in any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that, in the case of actions brought by or in the right of the corporation, no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or other adjudicating court determines that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which the Court of Chancery or such other court shall deem proper.

The registrant's certificate of incorporation provides that it will indemnify each person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (other than an action by or in the right of the registrant) by reason of the fact that he or she is or was, or has agreed to become, a director or officer of the registrant, or is or was serving, or has agreed to serve, at the registrant's request as a director, officer, partner, employee or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise (all such persons being referred to as an "Indemnitee"), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding and any appeal therefrom, if such Indemnitee acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the registrant's best interests, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

The registrant's certificate of incorporation also provides that it will indemnify any Indemnitee who was or is a party to an action or suit by or in the right of the registrant to procure a judgment in the registrant's favor by reason of the fact that the Indemnitee is or was, or has agreed to become, a director or officer of the registrant, or is or was serving, or has agreed to serve, at the registrant's request as a director, officer, partner, employee or trustee or, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise, or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees) and, to the extent permitted by law, amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, and any appeal therefrom, if the Indemnitee acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the registrant's best interests, except that no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the registrant, unless a court determines that, despite such adjudication but in view of all of the circumstances, he or she is entitled to indemnification of such expenses. Notwithstanding the foregoing, to the extent that any Indemnitee has been successful, on the merits or otherwise, he or she will be indemnified by the registrant against all expenses (including attorneys' fees) actually and reasonably incurred by him or her or on his or her behalf in connection therewith. If the registrant does not assume the defense, expenses must be advanced to an Indemnitee under certain circumstances.

The registrant has entered into indemnification agreements with its directors and executive officers. In general, these agreements provide that the registrant will indemnify the director or executive officer to the fullest extent permitted by law for claims arising in his or her capacity as a director or officer of the registrant or in connection with their service at the registrant's request for another corporation or entity. The indemnification agreements also provide for procedures that will apply in the event that a director or executive officer makes a claim for indemnification and establish certain presumptions that are favorable to the director or executive officer.

The registrant maintains a general liability insurance policy that covers certain liabilities of its directors and officers arising out of claims based on acts or omissions in their capacities as directors or officers.

Item 7. Exemption from Registration Claimed.

Not Applicable.

Item 8. Exhibits.

The exhibits to this Registration Statement are described in the Exhibit Index below.

Item 9. Undertakings.

(a) *Rule 415 offering.* The Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that:

Paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Securities and Exchange Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement; and

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of its annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended (the "Securities Act"), the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rockville, State of Maryland, on November 12, 2013.

DATE: November 12, 2013

By: /s/ Scott Koenig

Name: Scott Koenig, M.D., Ph.D.

Title: President and Chief Executive Officer

We, the undersigned directors and officers of MacroGenics, Inc., a Delaware corporation, do hereby constitute and appoint Scott Koenig, Chief Executive Officer, and James Karrels, Chief Financial Officer, and each and either of them, our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, to do any and all acts and things in our names and on our behalf in our capacities as directors and officers and to execute any and all instruments for us and in our name in the capacities indicated below, which said attorneys and agents may deem necessary or advisable to enable said corporation to comply with the Securities Act and any rules, regulations and requirements of the SEC, in connection with this registration statement, or any registration statement for this offering under the Securities Act, including specifically, but without limitation, any and all amendments (including post-effective amendments) hereto; and we hereby ratify and confirm all that said attorneys and agents, or either of them, shall do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE:</u>	<u>TITLE:</u>	<u>DATE:</u>
<u>/s/ Scott Koenig</u> Scott Koenig, M.D., Ph.D.	President and CEO and Director (Principal Executive Officer)	November 12, 2013
<u>/s/ James Karrels</u> James Karrels	Vice President, Chief Financial Officer and Secretary (Principal Financial Officer)	November 12, 2013
<u>/s/ Lynn Cilinski</u> Lynn Cilinski	Vice President, Controller and Treasurer (Principal Accounting Officer)	November 12, 2013
<u>/s/ Paulo Costa</u> Paulo Costa	Director	November 12, 2013
<u>/s/ Kenneth Galbraith</u> Kenneth Galbraith	Director	November 12, 2013
<u>/s/ Edward Hurwitz</u> Edward Hurwitz	Director	November 12, 2013
<u>/s/ Eran Nadav</u> Eran Nadav, Ph.D.	Director	November 12, 2013
<u>/s/ Arnold Oronsky</u> Arnold Oronsky, Ph.D.	Director	November 12, 2013
<u>/s/ David Stump</u> David Stump, M.D.	Director	November 12, 2013

INDEX TO EXHIBITS

- 4.1 Restated Certificate of Incorporation of MacroGenics, Inc. (incorporated by reference to Exhibit 3.1 of our Current Report on Form 8-K filed with the Securities and Exchange Commission on October 18, 2013)
- 4.2 Certificate of Correction of Restated Certificate of Incorporation of MacroGenics, Inc. (incorporated by reference to Exhibit 3.3 of our Current Report on Form 8-K filed with the Securities and Exchange Commission on October 18, 2013)
- 4.3 Amended and Restated By-laws of MacroGenics, Inc. (incorporated by reference to Exhibit 3.2 of our Current Report on Form 8-K filed with the Securities and Exchange Commission on October 18, 2013)
- 5.1 Opinion of Arnold & Porter LLP
- 23.1 Consent of Arnold & Porter LLP (included in Exhibit 5.1)
- 23.2 Consent of Ernst & Young LLP
- 24.1 Power of Attorney (included on signature page)
- 99.1 2000 Stock Option and Incentive Plan*
- 99.2 2003 Equity Incentive Plan*
- 99.3 2013 Equity Incentive Plan*

* Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-190994) and incorporated herein by reference.

[ARNOLD & PORTER LLP LETTERHEAD]

November 12, 2013

MacroGenics, Inc.
9640 Medical Center Drive, Suite 300
Rockville, MD 20850

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"). The Registration Statement relates to 24,000 shares of common stock, par value \$0.01 per share (the "Common Stock") of MacroGenics, Inc. (the "Company") that may be issued or sold pursuant to the Company's 2000 Stock Option and Incentive Plan (the "2000 Plan"), 2,853,004 shares of Company Common Stock that may be issued or sold pursuant to the Company's 2003 Equity Incentive Plan (the "2003 Plan"), and 1,960,168 shares of Company Common Stock that may be issued or sold pursuant to the Company's 2013 Equity Incentive Plan (the "2013 Plan"). The 2000 Plan, 2003 Plan, and 2013 Plan are collectively referred to in this opinion as the "Plans."

In connection with rendering the opinions set forth in this letter, we have examined such corporate records of the Company, the Company's Amended and Restated Certificate of Incorporation and the Certificate of Correction thereto, its Amended and Restated By-laws, and resolutions of its Board of Directors, as well as made such investigation of matters of fact and law and examined such other documents as we have deemed necessary for rendering the opinions hereinafter expressed.

In connection with this opinion, we have examined and relied upon copies of the Registration Statement and such instruments, documents and records which we deemed relevant and necessary for the basis of our opinion hereinafter expressed. In such examination, we have assumed (i) the authenticity of original documents and the genuineness of all signatures, (ii) the conformity to the originals of all documents submitted to us as copies, and (iii) the truth, accuracy, and completeness of the information contained in the records, documents, instruments and certificates we have examined.

Our opinion herein is expressed solely with respect to the General Corporation Law of the State of Delaware.

On the basis of the foregoing, and in reliance thereon, upon the assumptions that there will be no material changes in the documents we have examined and the matters investigated referred to above and that there are sufficient authorized but unissued or treasury shares of Common Stock available at the time of issuance or sale, we are of the opinion that the 4,837,172 shares of Common Stock subject to the Plans have been duly authorized by the Company and that when issued and paid for legal consideration of not less than \$0.01 per share in accordance with the terms and conditions of the Plans, will be validly issued, fully paid and nonassessable.

This letter does not address any matters other than those expressly addressed herein. This letter speaks only as of the date hereof. We undertake no responsibility to update or supplement it after such date.

This opinion is being furnished to you for submission to the Securities and Exchange Commission as an exhibit to the Company's Registration Statement. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission thereunder.

Sincerely,

/s/ Arnold & Porter LLP

Arnold & Porter LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) filed on November 12, 2013 pertaining to the 2000 Stock Option and Incentive Plan, the 2003 Equity Incentive Plan, and the 2013 Equity Incentive Plan of MacroGenics, Inc. of our report dated March 8, 2013 (except for the third paragraph of Note 12, as to which the date is September 26, 2013) with respect to the consolidated financial statements of MacroGenics, Inc., included in its Registration Statement (Form S-1 No. 333-190994) and related Prospectus, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

McLean, Virginia
November 12, 2013