

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**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): September 19, 2023

**MACROGENICS, INC.**

*(Exact Name of Registrant as Specified in Charter)*

**Delaware**  
*(State or Other Jurisdiction  
of Incorporation)*

**001-36112**  
*(Commission  
File Number)*

**06-1591613**  
*(IRS Employer  
Identification No.)*

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

**20850**  
*(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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
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 1.02 Termination of a Material Definitive Agreement

As previously announced, on March 8, 2023, MacroGenics, Inc. (the “Company”) entered into a Purchase and Sale Agreement (the “Royalty Purchase Agreement”) with DRI Healthcare Acquisitions LP (“DRI”), a wholly owned subsidiary of DRI Healthcare Trust, for the sale to DRI of the Company’s single-digit royalty interest on global net sales of TZIELD® (teplizumab-mzww) (the “Royalty Interest”) under the Company’s Asset Purchase Agreement dated May 7, 2018, as amended (the “Asset Purchase Agreement”), with Provention Bio, Inc. (“Provention Bio”). The Company retained its other economic interests related to TZIELD, including future potential regulatory and commercial milestones.

Further, as previously disclosed, on April 27, 2023, the Company entered into an agreement (the “Tripartite Agreement”) with DRI and Aventis, Inc. (“Aventis”), a subsidiary of Sanofi S.A. (“Sanofi”), whereby the Company consented to the sale of the Royalty Interest and certain related milestone payment obligations under the Royalty Purchase Agreement to Aventis. The Tripartite Agreement eliminated the Company’s obligation to deliver payments to DRI related to the Royalty Interest and all of the Company’s other obligations under the Royalty Purchase Agreement. The Royalty Interest will be paid directly to Aventis by Provention Bio.

The Company is also eligible to receive a \$50.0 million milestone payment if TZIELD achieves a certain level of net sales (the “Sales Milestone Payment”) under the Asset Purchase Agreement. In addition the Company remains eligible to receive a 50% share of the royalty on global net sales of TZIELD above a certain annual threshold.

On September 19, 2023, the Company and Provention Bio entered into an amendment of the Asset Purchase Agreement (the “Asset Purchase Agreement Amendment”) to incorporate the Sales Milestone Payment obligation from the Royalty Purchase Agreement, along with a guaranty of such obligation by Sanofi and to eliminate any obligation for Provention Bio to pay the Royalty Interest to the Company.

On September 19, 2023, the Company and Aventis concurrently entered into a Mutual Termination Agreement terminating the Royalty Purchase Agreement.

The foregoing summary of the Asset Purchase Agreement Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Asset Purchase Agreement Amendment, a copy of which will be filed as an exhibit to the Company’s Quarterly Report on Form 10-Q for the period ended September 30, 2023.

### Forward-Looking Statements

This filing contains forward-looking statements within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, including, but not limited to, the timing and potential amount of royalty payments to be received under and the benefits expected from the Asset Purchase Agreement. Statements including words such as “anticipate,” “may,” “will,” “to be,” or “expect” and statements in the future tense are forward-looking statements. These forward-looking statements involve risks and uncertainties, as well as assumptions, which, if they do not fully materialize or prove incorrect, could cause our results to differ materially from those expressed or implied by such forward-looking statements. Forward-looking statements are subject to risks and uncertainties that may cause the company’s actual activities or results to differ significantly from those expressed in any forward-looking statement, including the future global net sales of TZIELD and the Company’s ability to achieve the milestone payments set forth under the terms of the Asset Purchase Agreement, and risks and uncertainties described under the heading “Risk Factors” in documents the Company files from time to time with the Securities and Exchange Commission. These forward-looking statements speak only as of the date of this report, and the company undertakes no obligation to revise or update any forward-looking statements to reflect events or circumstances after the date hereof.

### 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.

Date: Sept. 22, 2023

MACROGENICS, INC.

By: /s/ Jeffrey Peters  
Jeffrey Peters  
Senior Vice President and General Counsel