

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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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

<p>1. Name and Address of Reporting Person*</p> <p><u>Galbraith Kenneth</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>C/O MACROGENICS, INC.</u></p> <p><u>9640 MEDICAL CENTER DRIVE</u></p> <hr/> <p>(Street)</p> <p><u>ROCKVILLE MD 20850</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>MACROGENICS INC [ MGNX ]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>10/16/2013</u></p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director 10% Owner</p> <p>Officer (give title below) Other (specify below)</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/16/2013		P		46,875	A	\$16	46,875	I	See Footnote <sup>(1)</sup>
Common Stock	10/16/2013		C		1,050,652	A	(2)	1,097,527	I	See Footnote <sup>(3)</sup>
Common Stock	10/16/2013		C		204,207	A	(2)	1,301,734	I	See Footnote <sup>(3)</sup>
Common Stock	10/16/2013		X		15,315	A	(4)	1,317,049	I	See Footnote <sup>(3)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series C Convertible Preferred Stock	(2)	10/16/2013		C		19,724,839		(2)	(2)	Common Stock	1,050,652	(2)	0	I	See Footnote <sup>(3)</sup>
Series D-2 Convertible Preferred Stock	(2)	10/16/2013		C		3,833,767		(2)	(2)	Common Stock	204,207	(2)	0	I	See Footnote <sup>(3)</sup>
Series D-2 Convertible Preferred Warrants	(2)	10/16/2013		X		287,533		(5)	10/16/2013	Common Stock	15,315	(4)	0	I	See Footnote <sup>(3)</sup>

**Explanation of Responses:**

- These securities are held by Five Corners Capital, Inc. Kenneth Galbraith is Managing Director of Five Corners Capital, Inc. Kenneth Galbraith disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- Each share of Series C Convertible Preferred Stock and each share of Series D-2 Convertible Preferred Stock converted into approximately 0.0533 of a share of Common Stock without payment of further consideration upon the closing of the Issuer's initial public offering. The shares had no expiration date.
- These securities are held by Ventures West 8 Limited Partnership. Kenneth Galbraith is Managing Director of Five Corners Capital, Inc., the general partner of Ventures West 8 Limited Partnership. Kenneth Galbraith disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.
- Upon exercise, each Series D-2 Convertible Preferred Warrant converted into an equal number of shares of Series D-2 Convertible Preferred Stock. Had the warrants not been exercised, they would have expired upon the closing of the initial public offering. Upon the closing of the Issuer's initial public offering each share of Series D-2 Convertible Preferred Stock then converted into approximately 0.0533 of a share of Common Stock without payment of further consideration. The shares of Series D-2 Convertible Preferred Stock had no expiration date.
- Immediately.

/s/ Lynn Cilinski, attorney-in-fact

10/18/2013

\*\* 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 4 (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.

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