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): **January 27, 2015**

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.)

9640 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)

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))

Item 1.01. Entry into a Material Definitive Agreement

On December 19, 2014, MacroGenics, Inc. (the "Company") entered into a transaction with Janssen Biotech, Inc. ("Janssen") and its affiliate, Johnson & Johnson Innovation – JJDC, Inc. ("JJDC") comprised of a collaboration and license agreement with Janssen (the "Collaboration Agreement") and a stock purchase agreement and investor agreement, each with JJDC (the "Stock Purchase Agreement" and "Investor Agreement", respectively, and collectively with the Collaboration Agreement, the "Agreements"). The closing of these Agreements was subject to the early termination or expiration of any applicable waiting periods under the Hart-Scott-Rodino Act Antitrust Improvements Act of 1976, as amended, and the fulfillment of other customary closing conditions. Following early termination of the waiting period and fulfillment of those closing conditions, the transactions contemplated by the Agreements were consummated on January 27, 2015.

Collaboration Agreement

Under the terms of the Collaboration Agreement, Janssen will be fully responsible for developing the Company's proprietary product candidate, MGD011, following submission of the investigational new drug application for MGD011 with the U.S. Food and Drug Administration, and is obligated to use commercially reasonable efforts to undertake certain development, regulatory and commercialization activities. MGD011 incorporates the Company's proprietary platform for Dual-Affinity Re-Targeting (DART®) to simultaneously target CD19, a cell-surface protein found on B cells including certain neoplastic B cells, and CD3, a protein found on T cells. This product candidate will be developed for the treatment of various leukemias and lymphomas that express the CD19 protein. MGD011 is currently in pre-clinical development.

Under the terms of the Collaboration Agreement, the Company will receive a $50 million upfront license fee from Janssen. Assuming successful development and commercialization, the Company could receive up to an additional $575 million in clinical, regulatory and commercialization milestone payments as well as double-digit royalties on any global net sales. The Company also has the option to fund a portion of the clinical development and receive a share of the profits net of expenses from sales in the U.S. and Canada in lieu of certain of the milestones and royalties. In addition, the Company has the option to co-promote MGD011 with Janssen in the U.S.

Janssen may terminate the Collaboration Agreement at any time upon 180 days' written notice to the Company. Janssen may also terminate the Collaboration Agreement in the event of certain safety concerns, or in the event of bankruptcy of the Company, and the Company may terminate the Collaboration Agreement in certain circumstances if Janssen challenges certain of the Company's patents. The Collaboration Agreement also contains customary provisions for termination by either party in the event of breach of the Collaboration Agreement, subject to cure, by the other party.

Stock Purchase Agreement

Under the terms of the Stock Purchase Agreement, JJDC has invested $75 million to purchase 1,923,077 new shares of the Company's common stock at a price of $39.00 per share. Under the terms of the Investor Agreement, the Company has provided JJDC with certain rights to have the Company's shares it will hold registered for sale under the Securities Act of 1933, as amended ("1933 Act"). JJDC has also agreed that it will hold the shares for a specified period of time, vote the shares in accordance with the recommendations of the Board (other than with respect to extraordinary transactions), and provide the Company, through its representatives, with an irrevocably proxy for such matters. In addition, JJDC has agreed that for a certain period of time, neither it nor its affiliates will undertake certain actions related to the potential acquisition of additional equity interests in the Company.

The foregoing description of the material terms of the Agreements is qualified in its entirety by the terms of the Agreements, which the Company intends to file as exhibits to its Annual Report on Form 10-K for the year ended December 31, 2014.

Item 3.02. Unregistered Sales of Equity Securities.

The description of the Stock Purchase Agreement above is incorporated herein by reference. The issuance of the shares is exempt from registration under the 1933 Act in reliance on Section 4(a)(2) thereunder.

Item 8.01. Other Events.

On January 27, 2015, the Company issued a press release with respect to the consummation of the Agreements, as described under Item 1.01 of this Current Report on Form 8-K. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The exhibits to this current report are listed in the Exhibit Index attached hereto and incorporated by reference herein.

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: January 27, 2015

MACROGENICS, INC.

By: /s/Atul Saran
Atul Saran
Senior Vice President and General Counsel

Exhibit 99.1

MacroGenics Announces Closing of Collaboration and License Agreement with Janssen to Develop MGD011 for Multiple B-Cell Malignancies

ROCKVILLE, Md., January 27, 2015 – MacroGenics, Inc. (NASDAQ: MGNX), a clinical-stage biopharmaceutical company focused on discovering and developing innovative monoclonal antibody-based therapeutics for the treatment of cancer and autoimmune diseases, today announced the closing of the global collaboration and license agreement for MGD011 with Janssen Biotech, Inc. The agreement was announced on December 22, 2014.

Under the terms of the agreement, MacroGenics will receive a $50 million upfront license fee and Johnson & Johnson Innovation - JJDC, Inc. has invested $75 million with the purchase of 1,923,077 new shares of MacroGenics common stock at a price of $39.00 per share. Janssen will be fully responsible for developing MGD011 following submission of the IND, which is planned for 2015. Assuming successful development and commercialization, MacroGenics could receive up to an additional $575 million in clinical, regulatory and commercialization milestone payments. MacroGenics may elect to fund a portion of late-stage clinical development in exchange for a profit share in the U.S. and Canada. If commercialized, MacroGenics would be eligible to receive double-digit royalties on any global net sales and has the option to co-promote the molecule with Janssen in the U.S.

About MGD011

MGD011, a humanized CD19 x CD3 bispecific DART protein, is being developed for the treatment of B-cell hematological malignancies. CD19, a lymphocyte-specific marker expressed from early B-lymphocyte development through mature memory B cells, is highly represented in B-cell malignancies. This makes it attractive for targeted interventions. MGD011 is designed to redirect T cells, via their CD3 component, to eliminate CD19-expressing cells found in many hematological malignancies. MGD011 has been engineered to address half-life challenges posed by other programs targeting CD19 and CD3. This product candidate has an Fc domain, which allows for extended pharmacokinetic properties and convenient dosing at a once-a-week or longer interval. In addition, MGD011 and the Company's other DART molecules that redirect T cells against cancer targets are manufactured using a conventional antibody platform without the complexity of having to genetically modify T cells from individual patients as required by approaches such as chimeric antigen receptor (CAR) T-cells.

About MacroGenics, Inc.

MacroGenics is a clinical-stage biopharmaceutical company focused on discovering and developing innovative monoclonal antibody-based therapeutics for the treatment of cancer and autoimmune diseases. The Company generates its pipeline of product candidates from its proprietary suite of next-generation antibody technology platforms, which it believes improve the performance of monoclonal antibodies and antibody-derived molecules. The combination of MacroGenics' technology platforms and antibody engineering expertise has allowed the Company to generate promising product candidates and enter into several strategic collaborations with global pharmaceutical and biotechnology companies.

Cautionary Note on Forward-Looking Statements

Any statements in this press release about future expectations, plans and prospects for the Company, including statements about the Company's strategy, future operations, clinical development of the Company's therapeutic candidates, milestone or opt-in payments from the Company's collaborators, the Company's anticipated milestones and future expectations and plans and prospects for the Company and other statements containing the words "anticipate," "believe," "estimate," "expect," "intend," "may," "plan," "predict," "project," "target," "potential," "will," "would," "could," "should," "continue," and similar expressions, constitute forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors, including: the uncertainties inherent in the initiation and enrollment of future clinical trials, expectations of expanding ongoing clinical trials, availability and timing of data from ongoing clinical trials, expectations for regulatory approvals, other matters that could affect the availability or commercial potential of the Company's product candidates and other risk factors described in the Company's filings with the Securities and Exchange Commission. In addition, the forward-looking statements included in this press release represent the Company's views as of the date hereof. The Company anticipates that subsequent events and developments will cause the Company's views to change. However, while the Company may elect to update these forward-looking statements at some point in the future, the Company specifically disclaims any obligation to do so. These forward-looking statements should not be relied upon as representing the Company's views as of any date subsequent to the date hereof.

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