

**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): **May 18, 2017**

**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)

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 5.07 Submission of Matters to a Vote of Security Holders.**

MacroGenics, Inc. (the "Company") held its 2017 Annual Meeting of Stockholders on May 18, 2017. A total of 28,360,263 shares of the Company's common stock were present or represented by proxy at the meeting, which represented approximately 81% of the Company's 34,977,771 shares of common stock that were outstanding and entitled to vote at the meeting as of the record date of March 24, 2017. Stockholders considered the four proposals outlined below, each of which is

described in more detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 4, 2017.

**Proposal 1.** The election of two nominees to serve as Class I directors, each for a term of three years. Both director nominees were elected. The voting results were as follows:

<b>Nominees</b>	<b>For</b>	<b>Withheld</b>
Scott Koenig, M.D., Ph.D.	24,013,679	755,776
Matthew Fust	23,709,621	1,059,834

**Proposal 2.** The ratification of the appointment by the audit committee of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2017. Proposal 2 was approved. The voting results were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
28,188,217	117,533	54,513	—

**Proposal 3.** To approve, on an advisory basis, the compensation of our named executive officers as disclosed in these proxy materials. The voting results were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
24,376,356	290,770	102,330	3,590,807

**Proposal 4.** To approve the 2016 Employee Stock Purchase Plan. Proposal 4 was approved. The voting results were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
24,655,410	103,779	10,266	3,590,808

#### 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: May 22, 2017

MACROGENICS, INC.

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