

**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)

**06-1591613**  
(I.R.S. employer  
identification no.)

**9704 Medical Center Drive, Rockville, MD**  
(Address of principal executive offices)

**20850**  
(Zip code)

**2023 Equity Incentive Plan, As Amended**  
(Full title of plan)

**Scott Koenig, M.D., Ph.D.**  
**President and Chief Executive Officer**  
**9704 Medical Center Drive**  
**Rockville, MD 20850**  
**(301) 251-5172**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Jeffrey Peters**  
**Senior Vice President and General Counsel**  
**9704 Medical Center Drive**  
**Rockville, MD 20850**  
**(301) 251-5172**

**Eric Blanchard**  
**Madison Jones**  
**Reid Hooper**  
**Cooley LLP**  
**500 Boylston Street, 14th Floor**  
**Boston, Massachusetts 02116**  
**(617) 937-2300**

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

## EXPLANATORY NOTE

This registration statement on Form S-8 (the “*Registration Statement*”) is being filed for the purpose of registering 2,000,000 shares of common stock of MacroGenics, Inc. (the “*Registrant*”) issuable pursuant to the MacroGenics, Inc. 2023 Equity Incentive Plan, As Amended (the “*2023 EIP*”). The contents of the Registrant’s registration statement on Form S-8 related to the 2023 EIP, filed with the Securities and Exchange Commission on June 6, 2023 (File No. 333-272451), are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8. The additional 2,000,000 shares of common stock registered pursuant to this Registration Statement were authorized pursuant to an amendment to the 2023 EIP that was approved by the Registrant’s stockholders at the Registrant’s annual meeting of stockholders held on May 21, 2024.

## PART II

### INFORMATION REQUIRED IN 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 and other information with the Commission. The following documents, which are on file with the Commission, are incorporated in this Registration Statement by reference:

- The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed on March 7, 2024;
- The Registrant’s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2024, filed with the Commission on May 9, 2024;
- The Registrant’s Current Reports on Form 8-K (except for the information furnished under Item 7.01 therein) filed with the Commission on April 3, 2024, May 9, 2024 (Item 8.01) and May 23, 2024;
- The Registrant’s Definitive Proxy Statement on Schedule 14A, filed with the SEC on April 8, 2024, but only to the extent such information is incorporated by reference in the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023; and
- The description of the Registrant’s common stock contained in Exhibit 4.2 to its Annual Report on Form 10-K filed with the SEC on February 25, 2021, including any amendments or reports filed for the purpose of updating such description.

All reports and definitive proxy or information statements filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents, except as to specific sections of such statements as set forth therein. Unless expressly incorporated into this Registration Statement, a report furnished on Form 8-K prior or subsequent to the date hereof shall not be incorporated by reference into this Registration Statement. 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 in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

**Item 8. Exhibits.**

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
<u>5.1*</u>	<u>Opinion of Cooley LLP.</u>
<u>23.1*</u>	<u>Consent of Ernst &amp; Young LLP.</u>
<u>23.2*</u>	<u>Consent of Cooley LLP (included in Exhibit 5.1).</u>
<u>24.1*</u>	<u>Powers of Attorney (included on signature page).</u>
<u>99.1</u>	<u><a href="#">MacroGenics, Inc. 2023 Equity Incentive Plan, As Amended (incorporated by reference to Appendix A to the Definitive Proxy Statement on Schedule 14A, filed on April 8, 2024).</a></u>
<u>107*</u>	<u>Filing Fee Table.</u>

\* Filed herewith.

**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

We, the undersigned directors and officers of MacroGenics, Inc., a Delaware corporation, do hereby constitute and appoint Scott Koenig, M.D., Ph.D., Chief Executive Officer and James Karrels, Chief Financial Officer, and each and any 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 on May 23, 2024.

<b>SIGNATURE:</b>	<b>TITLE:</b>
<u>/s/ Scott Koenig, M.D., Ph.D.</u> Scott Koenig, M.D., Ph.D.	President and Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ James Karrels</u> James Karrels	Senior Vice President, Chief Financial Officer and Secretary (Principal Financial Officer)
<u>/s/ Lynn Cilinski</u> Lynn Cilinski	Vice President, Controller and Treasurer (Principal Accounting Officer)
<u>/s/ William Heiden</u> William Heiden	Director
<u>/s/ Karen Ferrante, M.D.</u> Karen Ferrante, M.D.	Director
<u>/s/ Edward Hurwitz</u> Edward Hurwitz	Director
<u>/s/ Scott Jackson</u> Scott Jackson	Director
<u>/s/ Meenu Chhabra Karson</u> Meenu Chhabra Karson	Director

/s/ Margaret A. Liu, M.D. Director  
Margaret A. Liu, M.D.

/s/ Federica O'Brien Director  
Federica O'Brien

/s/ Jay Siegel, M.D. Director  
Jay Siegel, M.D.

/s/ David Stump, M.D. Director  
David Stump, M.D.



Eric Blanchard  
+1 212 479 6565  
eblanchard@cooley.com

May 23, 2024

MacroGenics, Inc.  
9704 Medical Center Drive  
Rockville, MD 20850

We have acted as counsel to MacroGenics, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**") covering the offering of up to 2,000,000 shares (the "**Shares**") of the Company's common stock, par value \$0.01 per share, pursuant to the Company's 2023 Equity Incentive Plan (the "**Plan**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectus, (b) the Company's certificate of incorporation and bylaws, each as currently in effect, (c) the Plan and (d) such other records, documents, opinions, certificates, memoranda and instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan, the Registration Statement and related prospectus, will be validly issued, fully paid and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

This opinion is limited to the matters expressly set forth in this letter, and no opinion has been or should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof and we have no obligation or responsibility to update

or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

Cooley LLP

By: /s/ Eric Blanchard  
Eric Blanchard

COOLEY LLP 500 BOYLSTON STREET 14TH FLOOR BOSTON, MASSACHUSETTS 02116  
PHONE: (617) 937-2300 FAX: (617) 937-2400 COOLEY.COM

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement (Form S-8), filed on May 23, 2024, pertaining to the 2023 Equity Incentive Plan of MacroGenics, Inc. of our reports dated March 7, 2024, with respect to the consolidated financial statements of MacroGenics, Inc. and the effectiveness of internal control over financial reporting of MacroGenics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Tysons, Virginia  
May 23, 2024



**Calculation of Filing Fee Tables**  
**Form S-8**  
**MACROGENICS, INC.**  
**(Exact Name of Registrant as Specified in its Charter)**

Security Type	Security Class Title	Fee Calculation Rule <sup>(3)</sup>	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.01 par value per share	457(c) and 457(h)	2,000,000 <sup>(2)</sup>	\$4.32 <sup>(3)</sup>	\$8,640,000	0.00014760	\$1,275.26
<b>Total Offering Amounts</b>					\$8,640,000		\$1,275.26
<b>Total Fee Offsets</b>							–
<b>Net Fee Due</b>							\$1,275.26

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s Common Stock (“Common Stock”) that become issuable under the MacroGenics, Inc. 2023 Equity Incentive Plan (the “2023 EIP”) by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Represents shares of common stock that were added to the shares reserved for future issuance under the 2023 EIP upon approval of an amendment to the 2023 EIP at the Registrant’s 2024 Annual Meeting of Stockholders.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act. The price per share and aggregate offering price are calculated on the basis of \$4.32, the average of the high and low price of the Registrant’s Common Stock as reported on the Nasdaq Global Select Market on May 21, 2024.