

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): August 13, 2025

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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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 5.02      Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

***Appointment of Eric Risser as President, Chief Executive Officer and Director***

Effective as of August 13, 2025 (the “**Effective Date**”), the Board of Directors (the “**Board**”) of MacroGenics, Inc. (the “**Company**”) appointed Eric Risser to serve as President and Chief Executive Officer. In connection with his appointment, the Board elected Mr. Risser to serve on the Board as a Class I director, with a term expiring at the 2026 annual meeting of stockholders. Mr. Risser previously served as the Company’s Chief Operating Officer. Mr. Risser became the Company’s principal executive officer on the Effective Date.

In connection with his promotion to President and Chief Executive Officer, Mr. Risser and the Company entered into an amended and restated employment agreement, dated the Effective Date (the “**Amended Employment Agreement**”). Under the Amended Employment Agreement, Mr. Risser will receive an annual base salary of \$625,000, which is subject to redetermination annually by the Human Capital Management Committee of the Board, and he is eligible to earn annual incentive compensation of up to 60% of his base salary. Mr. Risser was also granted a stock option award to purchase 550,000 shares of the Company’s common stock at an exercise price equal to the closing per-share trading price of the common stock on the Effective Date.

The Amended Employment Agreement provides that, in the event that Mr. Risser’s employment is terminated by the Company without cause or he resigns for good reason, in each case not in connection with a change of control, then he shall be entitled to the following: (i) earned and unpaid base salary through the termination date; (ii) a cash severance equal to 1.0 times his then-current annual base salary plus 1.0 times his target bonus for the year of termination, prorated for the number of days that have elapsed between January 1 of the calendar year of termination and the termination date; (iii) reimbursement for any reimbursable business expenses incurred by him through the termination date; (iv) accrued but unused vacation time as of the termination date cash severance equal to twelve months of base salary, paid in twelve equal monthly installments; and (v) payment of COBRA premiums for up to 18 months.

If Mr. Risser is terminated by the Company without cause or he resigns for good reason, in each case in connection with or in the 12 months following a change of control, then he shall be entitled to the following: (i) earned and unpaid base salary through the termination date; (ii) a cash severance equal to 1.5 times his then-current annual base salary plus 1.5 times his target bonus for the year of termination; (iii) reimbursement for any reimbursable business expenses incurred by him through the termination date; and (iv) accrued but unused vacation time as of the termination date cash severance equal to twelve months of base salary, paid in twelve equal monthly installments; (v) payment of COBRA premiums for up to 18 months and (vi) acceleration of all of his unvested and outstanding equity awards.

The biography for Mr. Risser is contained in the Company’s definitive proxy statement, filed with the SEC on April 11, 2025. There are no arrangements or understandings between Mr. Risser and any other persons, pursuant to which he was promoted to President and Chief Executive Officer, there are no family relationships between Mr. Risser and any of the Company’s directors or other executive officers and there are no transactions between Mr. Risser and the Company that would be required to be disclosed pursuant to Item 404(a) of Regulation S-K.

The foregoing description of the Amended Employment Agreement does not purport to be complete and is qualified in its entirety by reference to the Amended Employment Agreement, a copy of

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which will be filed with the Company's Quarterly Report on Form 10-Q for the quarter ending September 30, 2025.

**Item 7.01 Regulation FD Disclosures.**

On August 13, 2025, the Company issued a press release announcing the executive changes discussed above. A copy of this press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

The information contained in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), or otherwise subject to the liabilities of that section, and shall not be deemed incorporated by reference into any of the Company's filings under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
<a href="#">99.1</a>	<a href="#">Press Release dated August 13, 2025</a>
104	Cover Page Interactive Data (embedded within the Inline XBRL document)

**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: August 13, 2025

MACROGENICS, INC.

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



## **MacroGenics Appoints Eric Risser as President and Chief Executive Officer**

**ROCKVILLE, MD, August 13, 2025** (GLOBE NEWSWIRE) -- MacroGenics, Inc. (Nasdaq: MGNX), a clinical-stage biopharmaceutical company developing innovative antibody-based therapeutics for the treatment of cancer, today announced that effective as of August 13, 2025, Eric Risser has been appointed President, Chief Executive Officer and to the Board of Directors. Mr. Risser has served as Chief Operating Officer at MacroGenics since 2022, overseeing several key company functions and has led the Company's corporate development efforts, which have generated over \$1.6 billion in non-dilutive capital since inception. Mr. Risser succeeds Scott Koenig, M.D., Ph.D. who is stepping down after serving as President and Chief Executive Officer for the past 24 years.

"Eric is a highly strategic leader who brings almost 30 years of biotech and pharmaceutical industry experience, with a track record of value creation, effective portfolio management and creative deal-making," said Bill Heiden, MacroGenics' Chair. "Eric has a compelling vision for MacroGenics, and the Board and I are enthusiastic about helping bring it to life."

"On behalf of Eric, the Board, the Company's employees, and all of the individuals with whom Scott has worked tirelessly since the Company's founding, I would like to extend our sincere gratitude to Scott for his many years of service. Under his leadership, the Company had many successes, including the development of three products which are now FDA-approved. The Company will continue to have access to Scott as Director and as an advisor," concluded Mr. Heiden.

Mr. Risser commented, "I want to thank the Board for their confidence in my ability to lead MacroGenics into its next chapter. My goal is to create an even more focused and capital-efficient biotechnology company that delivers novel, high-value therapies to patients battling cancer. I will be working closely with the entire executive team and Board to ensure MacroGenics is investing resources where we believe we can generate significant value for both patients and shareholders alike."

Mr. Risser joined MacroGenics in 2009 to lead its business development efforts and has assumed roles of increasing operational and strategic responsibility since that time, most recently as Chief Operating Officer. Prior to joining MacroGenics, Mr. Risser worked at Johnson & Johnson as Senior Director in Corporate Development, where he led multiple licensing and acquisition transactions. Earlier in his career, he held a variety of life science roles across investment banking, venture capital, and strategy consulting. Mr. Risser holds an M.B.A. from Stanford University and a B.A. from Yale University.

## **About MacroGenics, Inc.**

MacroGenics (the Company) is a biopharmaceutical company focused on developing innovative monoclonal antibody-based therapeutics for the treatment of cancer. The Company generates its pipeline of product candidates primarily from its proprietary suite of next-generation antibody-based technology platforms, which have applicability across broad therapeutic domains. The combination of MacroGenics' technology platforms and protein engineering expertise has allowed the Company to generate promising product candidates and enter into several strategic collaborations with global pharmaceutical and biotechnology companies. For more information, please see the Company's website at [www.macrogenics.com](http://www.macrogenics.com). MacroGenics and the MacroGenics logo are trademarks or registered trademarks of MacroGenics, Inc.

## **Cautionary Note on Forward-Looking Statements**

Any statements in this press release about future expectations, plans and prospects for MacroGenics ("Company"), including statements about the Company's strategy, future operations, clinical development of and regulatory plans for the Company's therapeutic candidates, expected timing of the release of clinical updates and safety and efficacy data for the Company's ongoing clinical trials and other statements containing the words "subject to", "believe", "anticipate", "plan", "expect", "intend", "estimate", "potential," "project", "may", "will", "should", "would", "could", "can", the negatives thereof, variations thereon and similar expressions, or by discussions of strategy constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors, including: risks that TZIELD, lorigerlimab, ZYNYZ, or any other product candidate's revenue, expenses and costs may not be as expected, risks relating to TZIELD, lorigerlimab, ZYNYZ, or any other product candidate's market acceptance, competition, reimbursement and regulatory actions; future data updates, including timing and results of efficacy and safety data with respect to product candidates in ongoing clinical trials; our ability to provide manufacturing services to our customers; the uncertainties inherent in the initiation and enrollment of future clinical trials; the availability of financing to fund the internal development of our product candidates; expectations of expanding ongoing clinical trials; expectations for the timing and steps required in the regulatory review process; expectations for regulatory approvals; expectations of future milestone payments; the impact of competitive products; our ability to enter into agreements with strategic partners and other matters that could affect the availability or commercial potential of the Company's product candidates; business, economic or political disruptions due to catastrophes or other events, including natural disasters, terrorist attacks, civil unrest and actual or threatened armed conflict, or public health crises; costs of litigation and the failure to successfully defend lawsuits and other claims against us; and other risks 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 only 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, except as

may be required by law. These forward-looking statements should not be relied upon as representing the Company's views as of any date subsequent to the date hereof.

## **Contacts**

Jim Karrels, Senior Vice President, CFO  
1-301-251-5172  
info@macrogenics.com

Argot Partners  
1-212-600-1902  
macrogenics@argotpartners.com