

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ORONSKY ARNOLD L</u>  (Last) (First) (Middle) <u>C/O MACROGENICS, INC.</u> <u>9640 MEDICAL CENTER DRIVE</u>  (Street) <u>ROCKVILLE MD 20850</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/09/2013</u>	3. Issuer Name and Ticker or Trading Symbol <u>MACROGENICS INC [ MGNX ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
---------------------------------	---	--	---

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A-1 Convertible Preferred Stock	(1)	(1)	Common Stock	12,001,000	(1)	I	See Footnote <sup>(2)</sup>
Series B Convertible Preferred Stock	(3)	(3)	Common Stock	10,131,856	(3)	I	See Footnote <sup>(4)</sup>
Series C Convertible Preferred Stock	(5)	(5)	Common Stock	5,547,611	(5)	I	See Footnote <sup>(6)</sup>
Series D-2 Convertible Preferred Stock	(5)	(5)	Common Stock	613,402	(5)	I	See Footnote <sup>(7)</sup>
Series D-2 Convertible Preferred Warrants	(8)	(9)	Common Stock	46,005 <sup>(5)</sup>	(5)	I	See Footnote <sup>(10)</sup>

**Explanation of Responses:**

- Each share of Series A-1 Convertible Preferred Stock is convertible into 0.0802 of a share of Common Stock without payment of further consideration and will automatically convert into 0.0802 of a share of Common Stock upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.
- These securities are held as follows: 11,575,052 by InterWest Partners VIII, LP ("Partners VIII"), 93,748 by InterWest Investors VIII, LP ("Investors VIII") and 332,200 by InterWest Investors Q VIII, LP ("Q VIII") (collectively, the "InterWest Funds"). Arnold Oronsky is Managing Director of the InterWest Funds' general partner. Arnold Oronsky disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.
- Each share of Series B Convertible Preferred Stock is convertible into 0.0607 of a share of Common Stock without payment of further consideration and will automatically convert into 0.0607 of a share of Common Stock upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.
- These securities are held as follows: 9,774,202 by Partners VIII, 78,015 by Investors VIII and 279,639 by Q VIII. Arnold Oronsky is Managing Director of the InterWest Funds' general partner. Arnold Oronsky disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.
- Each share of Series C Convertible Preferred Stock and each share of Series D-2 Convertible Preferred Stock is convertible into 0.0533 of a share of Common Stock without payment of further consideration and will automatically convert into 0.0533 of a share of Common Stock upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.
- These securities are held as follows: 5,351,780 by Partners VIII, 42,717 by Investors VIII and 153,114 by Q VIII. Arnold Oronsky is Managing Director of the InterWest Funds' general partner. Arnold Oronsky disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.
- These securities are held as follows: 591,749 by Partners VIII, 4,723 by Investors VIII and 16,930 by Q VIII. Arnold Oronsky is Managing Director of the InterWest Funds' general partner. Arnold Oronsky disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.
- Immediately.
- The warrants will expire upon the closing of the initial public offering.
- These securities are held as follows: 44,381 by Partners VIII, 354 by Investors VIII and 1,270 by Q VIII. Arnold Oronsky is Managing Director of the InterWest Funds' general partner. Arnold Oronsky disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.

**Remarks:**

Exhibit 24 -Power of Attorney

/s/ Lynn Cilinski, attorney-in-fact 10/09/2013

\*\* 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 5 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

## MACROGENICS, INC.

## LIMITED POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints James Karrels and Lynn Cilinski or either of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of MacroGenics, Inc (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 7th day of October, 2013.

/s/ Arnold Oronsky

-----  
Signature

Arnold Oronsky

-----  
Printed Name