

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)

MACROGENICS

(Name of Issuer)

Common Stock, \$0.01 par value per share

(Title of Class of Securities)

556099109

(CUSIP Number)

DECEMBER 31, 2015

(Date of Event That Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

- (1) Names of Reporting Persons.
Alta BioPharma Partners III, L.P.
-
- (2) Check the Appropriate Box if a Member of a Group
(a) 0
(b) x
-
- (3) SEC Use Only
-
- (4) Citizenship or Place of Organization
Delaware
-
- | | | | |
|--------------------------------------------------------------------------------------------------|------|--------------------------------------------------------------------|-----|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | (5) | Sole Voting Power | -0- |
| | (6) | Shared Voting Power | -0- |
| | (7) | Sole Dispositive Power | -0- |
| | (8) | Shared Dispositive Power | -0- |
| | (9) | Aggregate Amount Beneficially Owned by Each Reporting Person | -0- |
| | (10) | Check if the Aggregate Amount in Row (9) Excludes Certain Shares o | |
| | (11) | Percent of Class Represented by Amount in Row (9) | 0% |
| | (12) | Type of Reporting Person | PN |
-

- (1) Names of Reporting Persons.
Alta BioPharma Partners III GmbH & Co. Beteiligungs KG
-
- (2) Check the Appropriate Box if a Member of a Group
- (a) 0
- (b) x
-
- (3) SEC Use Only
-
- (4) Citizenship or Place of Organization
Germany
-
- | | | | |
|--------------------------------------------------------------------------------------------------|-----|--------------------------|-----|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | (5) | Sole Voting Power | -0- |
| | (6) | Shared Voting Power | -0- |
| | (7) | Sole Dispositive Power | -0- |
| | (8) | Shared Dispositive Power | -0- |
-
- (9) Aggregate Amount Beneficially Owned by Each Reporting Person
-0-
-
- (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares o
-
- (11) Percent of Class Represented by Amount in Row (9)
0%
-
- (12) Type of Reporting Person
PN
-

- (1) Names of Reporting Persons.
Alta BioPharma Management III, LLC
-
- (2) Check the Appropriate Box if a Member of a Group
(a) o
(b) x
-
- (3) SEC Use Only
-
- (4) Citizenship or Place of Organization
Delaware
-
- | | | | |
|--------------------------------------------------------------------------------------------------|-----|--------------------------|-----|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | (5) | Sole Voting Power | -0- |
| | (6) | Shared Voting Power | -0- |
| | (7) | Sole Dispositive Power | -0- |
| | (8) | Shared Dispositive Power | -0- |
-
- (9) Aggregate Amount Beneficially Owned by Each Reporting Person
-0-
-
- (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares o
-
- (11) Percent of Class Represented by Amount in Row (9)
0%
-
- (12) Type of Reporting Person
OO
-

- (1) Names of Reporting Persons.
Alta Embarcadero BioPharma Partners III, LLC
-
- (2) Check the Appropriate Box if a Member of a Group
- (a) _____
- (b) _____
-
- (3) SEC Use Only
-
- (4) Citizenship or Place of Organization
California
-
- | | | | |
|--------------------------------------------------------------------------------------------------|-----|--------------------------|-----|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | (5) | Sole Voting Power | -0- |
| | (6) | Shared Voting Power | -0- |
| | (7) | Sole Dispositive Power | -0- |
| | (8) | Shared Dispositive Power | -0- |
-
- (9) Aggregate Amount Beneficially Owned by Each Reporting Person
0
-
- (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares o
-
- (11) Percent of Class Represented by Amount in Row (9)
0%
-
- (12) Type of Reporting Person
OO
-

(1)	Names of Reporting Persons. Farah Champsi
(2)	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
(3)	SEC Use Only
(4)	Citizenship or Place of Organization United States
Number of Shares Beneficially Owned by Each Reporting Person With	(5) Sole Voting Power 27,630
	(6) Shared Voting Power -0-
	(7) Sole Dispositive Power 27,630
	(8) Shared Dispositive Power -0-
(9)	Aggregate Amount Beneficially Owned by Each Reporting Person 27,630
(10)	Check if the Aggregate Amount in Row (9) Excludes Certain Shares o
(11)	Percent of Class Represented by Amount in Row (9) 0% (a)
(12)	Type of Reporting Person IN

(a) The percentage set forth in row (11) is based on 34,312,353 shares of Common Stock outstanding as of October 30, 2015 as reported in the Issuer's 10-Q for the quarter ended September 30, 2015 as filed with the Securities and Exchange Commission on November 4, 2015. The information with respect to the shares of Common Stock beneficially owned by the Reporting Person is provided as of December 31, 2015.

- (1) Names of Reporting Persons.
Edward Penhoet
-
- (2) Check the Appropriate Box if a Member of a Group
(a) o
(b) x
-
- (3) SEC Use Only
-
- (4) Citizenship or Place of Organization
United States
-
- | | | |
|--------------------------------------------------------------------------------------------------|-----|-----------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | (5) | Sole Voting Power
<u>11,380</u> |
| | (6) | Shared Voting Power
<u>-0-</u> |
| | (7) | Sole Dispositive Power
<u>11,380</u> |
| | (8) | Shared Dispositive Power
<u>-0-</u> |
-
- (9) Aggregate Amount Beneficially Owned by Each Reporting Person
11,380
-
- (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
-
- (11) Percent of Class Represented by Amount in Row (9)
0% (a)
-
- (12) Type of Reporting Person
IN
-

Item 1.

- (a) Name of Issuer:
Macrogenics, Inc. ("Issuer")
- (b) Address of Issuer's Principal Executive Offices:
9640 Medical Center Drive
Rockville, Maryland 20850

Item 2.

- (a) Name of Person Filing:
Alta BioPharma Partners III, L.P. ("ABPIII")
Alta BioPharma Management III, LLC ("ABMIII")
Alta BioPharma Partners III GmbH & Co. Beteiligungs KG ("ABPIIIKG")
Alta Embarcadero BioPharma Partners III, LLC ("AEBPIII")
Farah Champsi ("FC")
Edward Penhoet ("EP")

- (b) Address of Principal Business Office:
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

- (c) Citizenship/Place of Organization:

Entities:	ABPIII	Delaware
	ABMIII	Delaware
	ABPIIIKG	Germany
	AEBPIII	California

Individuals:	FC	United States
	EP	United States

- (d) Title of Class of Securities:
Common Stock, \$0.01 par value per share

- (e) CUSIP Number:
556099109

Item 3. Not applicable.

Item 4 Ownership.

The following beneficial ownership information is provided as of December 31, 2015.

Please see Attachment A

Fund Entities	Shares Held Directly	Sole Voting Power	Shared Voting Power	Sole Dispositive Power	Shared Dispositive Power	Beneficial Ownership	Percentage of Class
ABPIII	0	0	0	0	0	0	0%
ABMIII	0	0	0	0	0	0	0%
ABPIIIKG	0	0	0	0	0	0	0%
AEPBIII	0	0	0	0	0	0	0%
FC	27,630	27,630	0	27,630	0	27,630	0%
EP	11,380	11,380	0	11,380	0	11,380	0%

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group

No reporting person is a member of a group as defined in Section 240.13d-1(b)(1)(ii)(J) of the Act.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

EXHIBITS

A:Joint Filing Statement

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2016

ALTA BIOPHARMA PARTNERS III, L.P.

By: Alta BioPharma Management III, LLC

By: /s/ Farah Champsi
Farah Champsi, Director

ALTA BIOPHARMA MANAGEMENT III, LLC

By: /s/ Farah Champsi
Farah Champsi, Director

ALTA EMBARCADERO BIOPHARMA PARTNERS III, LLC

By: /s/ Farah Champsi
Farah Champsi, Manager

**ALTA BIOPHARMA PARTNERS III GMBH & CO.
BETEILIGUNGS KG**

By: Alta BioPharma Management III, LLC

/s/ Farah Champsi
Farah Champsi, Director

/s/ Farah Champsi
Farah Champsi

/s/ Edward Penhoet
Edward Penhoet

EXHIBIT A

AGREEMENT OF JOINT FILING

We, the undersigned, hereby express our agreement that the attached Schedule 13G is filed on behalf of us.

Date: February 12, 2016

ALTA BIOPHARMA PARTNERS III, L.P.

By: Alta BioPharma Management III, LLC

By: /s/ Farah Champsi
Farah Champsi, Director

ALTA BIOPHARMA MANAGEMENT III, LLC

By: /s/ Farah Champsi
Farah Champsi, Director

ALTA EMBARCADERO BIOPHARMA PARTNERS III, LLC

By: /s/ Farah Champsi
Farah Champsi, Manager

/s/ Farah Champsi
Farah Champsi

/s/ Edward Penhoet
Edward Penhoet

**ALTA BIOPHARMA PARTNERS III GMBH & CO.
BETEILIGUNGS KG**

By: Alta BioPharma Management III, LLC

/s/ Farah Champsi
Farah Champsi, Director