

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Risser Eric Blasius</u>  (Last) (First) (Middle) <u>9704 MEDICAL CENTER DRIVE</u>  (Street) <u>ROCKVILLE MD 20850</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MACROGENICS INC [ MGNX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr VP &amp; Chief Business Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/20/2019</u>	
	4. 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  Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/20/2019		M		3,000	A	\$0.94	33,806	D	
Common Stock	05/20/2019		S <sup>(1)</sup>		3,000	D	\$18.377 <sup>(2)</sup>	30,806	D	
Common Stock	05/22/2019		M		1,000	A	\$0.94	31,806	D	
Common Stock	05/22/2019		S <sup>(1)</sup>		1,000	D	\$19.026 <sup>(3)</sup>	30,806	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee stock option (right to buy)	\$0.94	05/20/2019		M		3,000		09/14/2012	03/13/2022	Common Stock	3,000	\$0	7,653	D	
Stock Option (right to buy)	\$0.94	05/22/2019		M		1,000		07/10/2010	01/09/2020	Common Stock	1,000	\$0	1,662	D	

**Explanation of Responses:**

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 14, 2019.
- The price reported in column 4 is a weighted-average price. These shares were purchased in multiple transactions at prices ranging from \$18.25 to \$18.50. The reporting person will provide to the Issuer, any security holder of the Issuer or the SEC staff, upon request, information regarding the number of shares purchased at each price within the range.
- The price reported in column 4 is a weighted-average price. These shares were purchased in multiple transactions at prices ranging from \$19.00 to \$19.026. The reporting person will provide to the Issuer, any security holder of the Issuer or the SEC staff, upon request, information regarding the number of shares purchased at each price within the range.

**Remarks:**

/s/ Lynn Cilinski, Attorney-in-Fact 05/22/2019

\*\* 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 4 (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.