

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>INTERWEST PARTNERS VIII LP</u> (Last) (First) (Middle) 2710 SAND HILL RD SUITE 200 (Street) MENLO PARK CA 94025 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/09/2013	3. Issuer Name and Ticker or Trading Symbol <u>MACROGENICS INC [MGNX]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) 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) Form filed by One Reporting Person <input checked="" 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)
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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 ⁽²⁾
Series B Convertible Preferred Stock	(3)	(3)	Common Stock	10,131,856	(3)	I	See Footnote ⁽⁴⁾
Series C Convertible Preferred Stock	(5)	(5)	Common Stock	5,547,611	(5)	I	See Footnote ⁽⁶⁾
Series D-2 Convertible Preferred Stock	(5)	(5)	Common Stock	613,402	(5)	I	See Footnote ⁽⁷⁾
Series D-2 Convertible Preferred Stock Warrants	(8)	(9)	Common Stock	46,005	(5)	I	See Footnote ⁽¹⁰⁾

1. Name and Address of Reporting Person*
INTERWEST PARTNERS VIII LP
 (Last) (First) (Middle)
 2710 SAND HILL RD
 SUITE 200
 (Street)
 MENLO PARK CA 94025
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
InterWest Management Partners VIII, LLC
 (Last) (First) (Middle)
 2710 SAND HILL RD
 SUITE 200
 (Street)
 MENLO PARK CA 94025
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
INTERWEST INVESTORS VIII L P

(Last) (First) (Middle)

2710 SAND HILL RD
SUITE 200

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

INTERWEST INVESTORS Q VIII LP

(Last) (First) (Middle)

2710 SAND HILL RD
SUITE 200

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

CASH HARVEY B

(Last) (First) (Middle)

2710 SAND HILL RD
SUITE 200

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

GIANOS PHILIP T

(Last) (First) (Middle)

2710 SAND HILL RD
SUITE 200

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

Kliman Gilbert H

(Last) (First) (Middle)

2710 SAND HILL RD
SUITE 200

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

HEDRICK W SCOTT

(Last) (First) (Middle)

2710 SAND HILL RD
SUITE 200

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

Holmes W Stephen

(Last) (First) (Middle)

2710 SAND HILL RD
SUITE 200

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

Explanation of Responses:

1. 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 closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.
2. These securities are held as follows: 11,575,052 by InterWest Partners VIII, LP ("IW8"), 93,748 by InterWest Investors VIII, LP ("II8") and 332,200 by InterWest Investors Q VIII, LP ("IIQ8") (collectively, the "InterWest Funds"). InterWest Management Partners VIII, LLC ("IMP8") is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Scott Hedrick, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.
3. 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 closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.
4. These securities are held as follows: 9,774,202 by IW8, 78,015 by II8 and 279,639 by IIQ8. IMP8 is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Scott Hedrick, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.
5. 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 closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.
6. These securities are held as follows: 5,351,780 by IW8, 42,717 by II8 and 153,114 by IIQ8. IMP8 is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Scott Hedrick, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.
7. These securities are held as follows: 591,749 by IW8, 4,723 by II8 and 16,930 by IIQ8. IMP8 is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Scott Hedrick, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.
8. Immediately.
9. The warrants will expire upon the closing of the initial public offering.
10. These securities are held as follows: 44,381 by IW8, 354 by II8 and 1,270 by IIQ8. IMP8 is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Scott Hedrick, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.

/s/ W. Stephen Holmes,
Managing Director 10/09/2013

/s/ W. Stephen Holmes,
Managing Director 10/09/2013

/s/ W. Stephen Holmes,
Managing Director 10/09/2013

/s/ W. Stephen Holmes,
Managing Director 10/09/2013

/s/ Harvey B. Cash by Karen
A. Wilson Power of Attorney 10/09/2013

/s/ Philip T. Gianos by Karen
A. Wilson Power of Attorney 10/09/2013

/s/ Gilbert H. Kliman by Karen
A. Wilson Power of Attorney 10/09/2013

/s/ W. Scott Hedrick by Karen
A. Wilson Power of Attorney 10/09/2013

/s/ W. Stephen Holmes By
Karen A. Wilson Power of
Attorney 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.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS:

The undersigned, Harvey B. Cash, hereby constitutes and appoints Karen A. Wilson as his true and lawful Attorney-in-Fact, with full power in his name and on his behalf, to take all actions and do all things necessary with respect to all matters arising in connection with the ownership reporting requirements of the securities laws of the United States, including the execution and delivery of all documents in connection therewith.

The undersigned agrees to indemnify said Attorney-in-Fact against, and hold her free and harmless from, and all loss, cost, expense, damage or liability which she may incur or sustain as a result of any action taken by her in good faith pursuant to this Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked in writing by the undersigned and the authority granted herein may be relied upon by any person until such person has actually received written notice of revocation.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 12th day of February, 1996.

HARVEY B. CASH

/s/ Harvey B. Cash

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS:

The undersigned, Philip T. Gianos, hereby constitutes and appoints Karen A. Wilson as his true and lawful Attorney-in-Fact, with full power in his name and on his behalf, to take all actions and do all things necessary with respect to all matters arising in connection with the ownership reporting requirements of the securities laws of the United States, including the execution and delivery of all documents in connection therewith.

The undersigned agrees to indemnify said Attorney-in-Fact against, and hold her free and harmless from, and all loss, cost, expense, damage or liability which she may incur or sustain as a result of any action taken by her in good faith pursuant to this Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked in writing by the undersigned and the authority granted herein may be relied upon by any person until such person has actually received written notice of revocation.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 28th day of May, 1996.

PHILIP T. GIANOS

/s/ Philip T. Gianos

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS:

The undersigned, Gilbert H. Kliman, hereby constitutes and appoints Karen A. Wilson as his true and lawful Attorney-in-Fact, with full power in his name and on his behalf, to take all actions and do all things necessary with respect to all matters arising in connection with the ownership reporting requirements of the securities laws of the United States, including the execution and delivery of all documents in connection therewith.

The undersigned agrees to indemnify said Attorney-in-Fact against, and hold her free and harmless from, and all loss, cost, expense, damage or liability which she may incur or sustain as a result of any action taken by her in good faith pursuant to this Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked in writing by the undersigned and the authority granted herein may be relied upon by any person until such person has actually received written notice of revocation.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 8th day of September, 2000.

GILBERT H. KLIMAN

/s/ Gilbert H. Kliman

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS:

The undersigned, W. Scott Hedrick, hereby constitutes and appoints Karen A. Wilson as his true and lawful Attorney-in-Fact, with full power in his name and on his behalf, to take all actions and do all things necessary with respect to all matters arising in connection with the ownership reporting requirements of the securities laws of the United States, including the execution and delivery of all documents in connection therewith.

The undersigned agrees to indemnify said Attorney-in-Fact against, and hold her free and harmless from, and all loss, cost, expense, damage or liability which she may incur or sustain as a result of any action taken by her in good faith pursuant to this Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked in writing by the undersigned and the authority granted herein may be relied upon by any person until such person has actually received written notice of revocation.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 28th day of May, 1996.

W. SCOTT HEDRICK

/s/ W. Scott Hedrick

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS:

The undersigned, W. Stephen Holmes, hereby constitutes and appoints Karen A. Wilson as his true and lawful Attorney-in-Fact, with full power in his name and on his behalf, to take all actions and do all things necessary with respect to all matters arising in connection with the ownership reporting requirements of the securities laws of the United States, including the execution and delivery of all documents in connection therewith.

The undersigned agrees to indemnify said Attorney-in-Fact against, and hold her free and harmless from, and all loss, cost, expense, damage or liability which she may incur or sustain as a result of any action taken by her in good faith pursuant to this Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked in writing by the undersigned and the authority granted herein may be relied upon by any person until such person has actually received written notice of revocation.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 28th day of May, 1996.

W. STEPHEN HOLMES

/s/ W. Stephen Holmes

FORM 3 JOINT FILER INFORMATION

Name of "Reporting Persons": InterWest Partners VIII, L.P. ("IW8")
 InterWest Investors VIII, L.P. ("II8")
 InterWest Investors QVIII, L.P. ("IIQ8")
 InterWest Management Partners VIII, LLC ("IMP8")

 Harvey B. Cash
 Philip T. Gianos
 W. Scott Hedrick
 W. Stephen Holmes
 Gilbert H. Kliman

Address: 2710 Sand Hill Road, Suite 200
 Menlo Park, CA 94025

Designated Filer: InterWest Partners VIII, L.P.

Issuer and Ticker Symbol: MacroGenics, Inc. ("MGNX")

Date of Event: October 9, 2013

Each of the following is a Joint Filer with InterWest Partners VIII L.P. ("IW8") and may be deemed to share indirect beneficial ownership in the securities set forth on the attached Form 3:

InterWest Management Partners VIII, LLC ("IMP8") is the general partner of IW8, II8, and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Scott Hedrick, W. Stephen Holmes, Gilbert H. Kliman, and Arnold L. Oronsky are Managing Directors of IMP8. Arnold L. Oronsky, a Managing Director of IMP8 is also a Director of the Issuer, and has filed a separate Form 3 in his own name.

All Reporting Persons disclaim beneficial ownership of shares of MacroGenics, Inc. stock held by IW8, II8, and IIQ8, except to the extent of their respective pecuniary interest therein. The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934, or otherwise, any of the Reporting Persons are the beneficial owner of all of the equity securities covered by this statement.

Each of the Reporting Persons listed above has designated InterWest Partners VIII, L.P. as its designated filer of Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder. Each Reporting Person has appointed InterWest Management Partners VIII, LLC as its attorney in fact for the purpose of making reports relating to transaction in MacroGenics, Inc. Common Stock.

INTERWEST PARTNERS VIII, L.P.

By: InterWest Management Partners VIII, LLC
 Its General Partner

/s/ W. Stephen Holmes

By: -----
 W. Stephen Holmes, Managing Director

INTERWEST INVESTORS VIII, L.P.

By: InterWest Management Partners VIII, LLC
 Its General Partner

/s/ W. Stephen Holmes

By: -----
 W. Stephen Holmes, Managing Director

INTERWEST INVESTORS Q VIII, L.P.

By: InterWest Management Partners VIII, LLC
 Its General Partner

/s/ W. Stephen Holmes

By: -----
 W. Stephen Holmes, Managing Director

INTERWEST MANAGEMENT PARTNERS VIII, LLC

/s/ W. Stephen Holmes

By: -----

W. Stephen Holmes, Managing Director

Harvey B. Cash, an individual
By: InterWest Management Partners VIII, LLC,
as Attorney-in-Fact

/s/ Harvey B. Cash by Karen A. Wilson
By: -----
Karen A. Wilson, Power of Attorney

Philip T. Gianos, an individual
By: InterWest Management Partners VIII, LLC,
as Attorney-in-Fact

/s/ Philip T. Gianos by Karen A. Wilson
By: -----
Karen A. Wilson, Power of Attorney

W. Scott Hedrick, an individual
By: InterWest Management Partners VIII, LLC,
as Attorney-in-Fact

/s/ W. Scott Hedrick by Karen A. Wilson
By: -----
Karen A. Wilson, Power of Attorney

W. Stephen Holmes, an individual
By: InterWest Management Partners VIII, LLC,
as Attorney-in-Fact

/s/ W. Stephen Holmes by Karen A. Wilson
By:-----
Karen A. Wilson, Power of Attorney

Gilbert H. Kliman, an individual
By: InterWest Management Partners VIII, LLC,
as Attorney-in-Fact

/s/ Gilbert H. Kilman by Karen A. Wilson
By: -----
Karen A. Wilson, Power of Attorney