

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

MACROGENICS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

06-1591613
(I.R.S. Employer
Identification No.)

9704 Medical Center Drive, Rockville, MD
(Address of Principal Executive Offices)

20850
(Zip Code)

2013 Equity Incentive Plan
(Full title of the plan)

Scott Koenig, M.D., Ph.D.
President and Chief Executive Officer
9704 Medical Center Drive
Rockville, MD 20850
(Name and address of agent for service)

(301) 251-5172
(Telephone number, including area code, of agent for service)

Copies to:

Jeffrey Peters
Senior Vice President and General Counsel
9704 Medical Center Drive
Rockville, MD 20850
(301) 251-5172

Eric Blanchard
Madison Jones
Reid Hooper
Cooley LLP
55 Hudson Yards
New York, NY 10001
(212) 479-6000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller Reporting Company
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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (the "Registration Statement") is being filed for the purpose of registering an additional 1,960,168 shares of common stock of MacroGenics, Inc. (the "Company") issuable pursuant to the Company's 2013 Equity Incentive Plan. Accordingly, the contents of the Company's registration statements on Form S-8 filed with the SEC on November 12, 2013 ([File No. 333-192277](#)), March 3, 2015 ([File No. 333-202470](#)), February 29, 2016 ([File No. 333-209812](#)), May 3, 2017 ([File No. 333-217620](#)), March 15, 2018 ([File No. 333-223682](#)), March 14, 2019 ([File No. 333-230292](#)), March 12, 2020 ([File No. 333-237127](#)), February 25, 2021 ([File No. 333-253502](#)) and February 24, 2022 ([File No. 333-262967](#)) are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference.

The Company is subject to the informational and reporting requirements of Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith files reports and other information with the Securities and Exchange Commission (the "SEC"). The following documents, which are on file with the SEC, are incorporated in this Registration Statement by reference:

- Annual Report on Form 10-K for the fiscal year ended December 31, 2022, filed on [March 15, 2023](#);
- Current Reports on Form 8-K filed on [January 5, 2023](#), [February 14, 2023](#) and [March 9, 2023](#); and
- The description of the Company's common stock contained in Exhibit 4.2 to its Annual Report on Form 10-K filed with the SEC on [February 25, 2021](#), including any amendments or reports filed for the purpose of updating such description.

All reports and definitive proxy or information statements filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents, except as to specific sections of such statements as set forth therein. Unless expressly incorporated into this Registration Statement, a report furnished on Form 8-K prior or subsequent to the date hereof shall not be incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

Item 8. Exhibits.

- [4.1](#) [Company 2013 Equity Incentive Plan \(incorporated by reference to Exhibit 10.5 to the Registration Statement on Form S-1 \(File No. 333-190994\) filed by the Company on October 1, 2013\).](#)
- [5.1*](#) [Opinion of Cooley LLP.](#)
- [23.1*](#) [Consent of Cooley LLP \(included in Exhibit 5.1\).](#)
- [23.2*](#) [Consent of Ernst & Young LLP.](#)
- [24.1*](#) [Power of Attorney \(included on signature page\).](#)
- [107*](#) [Filing Fee Table.](#)

* Filed herewith.

We, the undersigned directors and officers of MacroGenics, Inc., a Delaware corporation, do hereby constitute and appoint Scott Koenig, M.D., Ph.D., Chief Executive Officer and James Karrels, Chief Financial Officer, and each and any of them, our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, to do any and all acts and things in our names and on our behalf in our capacities as directors and officers and to execute any and all instruments for us and in our name in the capacities indicated below, which said attorneys and agents may deem necessary or advisable to enable said corporation to comply with the Securities Act and any rules, regulations and requirements of the SEC, in connection with this registration statement, or any registration statement for this offering under the Securities Act, including specifically, but without limitation, any and all amendments (including post-effective amendments) hereto; and we hereby ratify and confirm all that said attorneys and agents, or either of them, shall do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons on March 15, 2023.

SIGNATURE:

TITLE:

/s/ Scott Koenig, M.D., Ph.D.

Scott Koenig, M.D., Ph.D.

President and Chief Executive Officer and Director

(Principal Executive Officer)

/s/ James Karrels

James Karrels

Senior Vice President, Chief Financial Officer and Secretary

(Principal Financial Officer)

/s/ Lynn Cilinski

Lynn Cilinski

Vice President, Controller and Treasurer

(Principal Accounting Officer)

/s/ William Heiden

William Heiden

Director

/s/ Karen Ferrante, M.D.

Karen Ferrante, M.D.

Director

/s/ Edward Hurwitz

Edward Hurwitz

Director

/s/ Scott Jackson

Scott Jackson

Director

/s/ Meenu Chhabra Karson

Meenu Chhabra Karson

Director

/s/ Margaret A. Liu, M.D., D.Sc.hc, M.Dhc

Margaret A. Liu, M.D., D.Sc.hc, M.Dhc

Director

/s/ Federica O'Brien

Federica O'Brien

Director

/s/ Jay Siegel, M.D.

Jay Siegel, M.D.

Director

/s/ David Stump, M.D.

David Stump, M.D.

Director

Calculation of Filing Fee Tables
Form S-8

MACROGENICS, INC.

(Exact Name of Registrant as Specified in its Charter)

Security Type	Security Class Title	Fee Calculation Rule ⁽³⁾	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee ⁽⁴⁾
Equity	Common Stock, \$0.01 par value per share	457(h)	1,960,168 ⁽²⁾	\$5.67 ⁽³⁾	\$11,114,152.56	0.0001102	\$1,224.78
Total Offering Amounts						\$11,114,152.56	\$1,224.78
Total Fee Offsets							–
Net Fee Due							\$1,224.78

(1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) Represents shares of Common Stock that were added to the shares authorized for issuance under the MacroGenics, Inc. 2013 Equity Incentive Plan (the “2013 EIP”) on January 1, 2023 pursuant to an “evergreen” provision contained in the 2013 EIP.

(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended. The price per share and aggregate offering price are calculated on the basis of \$5.67, the average of the high and low price of the registrant’s Common Stock as reported on the Nasdaq Global Select Market on March 10, 2023.

(4) The Registrant does not have any fee offsets.



Eric Blanchard
+1 212 479 6565
eblanchard@cooley.com

March 15, 2023

MacroGenics, Inc.
9704 Medical Center Drive
Rockville, MD 20850

We have represented MacroGenics, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**") covering the offering of up to 1,960,168 shares (the "**Shares**") of the Company's common stock, par value \$0.01 per share, pursuant to the Company's 2013 Equity Incentive Plan (the "**Plan**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectus, (b) the Company's certificate of incorporation and Bylaws, each as currently in effect, (c) the Plan and (d) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery of all documents by all persons other than by the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan, the Registration Statement and related prospectus, will be validly issued, fully paid and nonassessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

Cooley LLP

By: /s/ Eric Blanchard
Eric Blanchard

COOLEY LLP 55 HUDSON YARDS NEW YORK, NY 10001
T: (212) 479-6000 F: (212) 479-6275 COOLEY.COM

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8), filed on March 15, 2023, pertaining to the 2013 Equity Incentive Plan of MacroGenics, Inc. of our reports dated March 15, 2023, with respect to the consolidated financial statements of MacroGenics, Inc. and the effectiveness of internal control over financial reporting of MacroGenics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Tysons, Virginia

March 15, 2023