

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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* <b>ORONSKY ARNOLD I.</b>  (Last) (First) (Middle) <b>C/O MACROGENICS, INC.</b> <b>9640 MEDICAL CENTER DRIVE</b>  (Street) <b>ROCKVILLE MD 20850</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>MACROGENICS INC [ MGNX ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>10/16/2013</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	10/16/2013		C		962,819	A	(1)	962,819	I	See Footnote <sup>(2)</sup>
Common Stock	10/16/2013		C		615,284	A	(3)	1,578,103	I	See Footnote <sup>(4)</sup>
Common Stock	10/16/2013		C		295,494	A	(5)	1,873,597	I	See Footnote <sup>(6)</sup>
Common Stock	10/16/2013		C		32,671	A	(5)	1,906,268	I	See Footnote <sup>(7)</sup>
Common Stock	10/16/2013		X		2,448	A	(8)	1,908,716	I	See Footnote <sup>(9)</sup>

**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	Amount or Number of Shares				
Series A-1 Convertible Preferred Stock	(1)	10/16/2013		C		12,001,000		(1)	(1)	Common Stock	962,819	(1)	0	I	See Footnote <sup>(2)</sup>
Series B Convertible Preferred Stock	(3)	10/16/2013		C		10,131,856		(3)	(3)	Common Stock	615,284	(3)	0	I	See Footnote <sup>(4)</sup>
Series C Convertible Preferred Stock	(5)	10/16/2013		C		5,547,611		(5)	(5)	Common Stock	295,494	(5)	0	I	See Footnote <sup>(6)</sup>
Series D-2 Convertible Preferred Stock	(5)	10/16/2013		C		613,402		(5)	(5)	Common Stock	32,671	(5)	0	I	See Footnote <sup>(7)</sup>
Series D-2 Convertible Preferred Warrants	(5)	10/16/2013		X		46,005		(10)	10/16/2013	Common Stock	2,448	(8)	0	I	See Footnote <sup>(9)</sup>

**Explanation of Responses:**

- Each share of Series A-1 Convertible Preferred Stock converted into approximately 0.0802 of a share of Common Stock without payment of further consideration upon the closing of the Issuer's initial public offering. The shares had no expiration date.
- These securities are held as follows: 928,647 by InterWest Partners VIII, LP ("Partners VIII"), 7,521 by InterWest Investors VIII, LP ("Investors VIII") and 26,651 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 converted into approximately 0.0607 of a share of Common Stock without payment of further consideration upon the closing of the Issuer's initial public offering. The shares had no expiration date.
- These securities are held as follows: 593,566 by Partners VIII, 4,737 by Investors VIII and 16,981 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 converted into approximately 0.0533 of a share of Common Stock without payment of further consideration upon the closing of the Issuer's initial public offering. The shares had no expiration date.

6. These securities are held as follows: 285,064 by Partners VIII, 2,275 by Investors VIII and 8,155 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.

7. These securities are held as follows: 31,519 by Partners VIII, 251 by Investors VIII and 901 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.

8. Upon exercise for \$12.2425 per share, Upon exercise, each Series D-2 Convertible Preferred Warrant converted into an equal number of shares of Series D-2 Convertible Preferred Stock. Had the warrants not been exercised, they would have expired upon the closing of the initial public offering. Upon the closing of the Issuer's initial public offering each share of Series D-2 Convertible Preferred Stock then converted into approximately 0.0533 of a share of Common Stock without payment of further consideration. The shares of Series D-2 Convertible Preferred Stock had no expiration date.

9. These securities are held as follows: 2,363 by Partners VIII, 18 by Investors VIII and 67 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.

10. Immediately.

/s/ Lynn Cilinski, attorney-in-  
fact

10/18/2013

\*\* 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 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.

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