

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

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under § 240.14a-12

MACROGENICS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11



P.O. BOX 8016, CARY, NC 27512-9903

Your vote matters!



Scan QR for digital voting

MacroGenics, Inc. Annual Meeting of Stockholders

Tuesday, May 21, 2024 9:00 AM, Eastern Time

Annual Meeting to be held live via the Internet - please visit www.proxydocs.com/MGNX for more details.

You must register to attend the meeting online and/or participate at www.proxydocs.com/MGNX

For a convenient way to view proxy materials, VOTE, and obtain instructions to attend the meeting go to www.proxydocs.com/MGNX

To vote your proxy while visiting this site, you will need the 12 digit control number in the box below.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. This is not a ballot. You cannot use this notice to vote your shares. We encourage you to access and review all of the important information contained in the proxy materials before voting.

Under United States Securities and Exchange Commission rules, proxy materials do not have to be delivered in paper. Proxy materials can be distributed by making them available on the internet.

If you want to receive a paper or e-mail copy of the proxy material, you must request one. There is no charge to you for requesting a copy. In order to receive a paper package in time for this year's shareholder meeting, you must make this request on or before May 10, 2024.

SEE REVERSE FOR FULL AGENDA

Meeting Materials: Notice of Internet Availability of Proxy Statement & Annual Report on Form 10-K for the year ended December 31, 2023

Important Notice Regarding the Availability of Proxy Materials for MacroGenics, Inc. For Stockholders as of March 22, 2024

To order paper materials, use one of the following methods.



Internet:
www.investorelections.com/MGNX



Call:
1-866-648-8133



Email:
paper@investorelections.com

* If requesting material by e-mail, please send a blank e-mail with the 12 digit control number (located above) in the subject line. No other requests, instructions or other inquiries should be included with your e-mail requesting material.

Your control number

Have the 12 digit control number located in the box above available when you access the website and follow the instructions.



MacroGenics, Inc. Annual Meeting of Stockholders

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ALL PROPOSALS.

PROPOSAL

1. To elect three Class II directors listed in the proxy materials to hold office until the 2027 Annual Meeting of Stockholders or until their successors are elected and qualified, or until their earlier death, resignation or removal:
 - 1.01 Scott Jackson
 - 1.02 Margaret Liu, M.D.
 - 1.03 David Stump, M.D.
2. To ratify the selection by the Audit Committee of the Board of Directors of Ernst & Young LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2024.
3. To approve, on an advisory basis, the compensation of the Company's named executive officers as disclosed in the proxy materials.
4. To approve the amendment to the MacroGenics, Inc. 2023 Equity Incentive Plan, as disclosed in the proxy materials.