

MACROGENICS INC  
Form 3  
October 09, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â HURWITZ EDWARD		(Month/Day/Year)	MACROGENICS INC [MGNX]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
C/O MACROGENICS, INC.,Â 9640 MEDICAL CENTER DRIVE		10/09/2013	(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
ROCKVILLE,Â MDÂ 20850			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input 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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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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 of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		or Indirect (1) (Instr. 5)	
Series B Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	18,728,346	\$ (1)	I	See Footnote (2)
Series C Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	12,328,024	\$ (3)	I	See Footnote (4)
Series D-2 Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	3,833,767	\$ (3)	I	See Footnote (5)
Series D-2 Convertible Preferred Warrants	Â (6)	Â (7)	Common Stock	287,533 (3)	\$ (3)	I	See Footnote (8)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HURWITZ EDWARD C/O MACROGENICS, INC. 9640 MEDICAL CENTER DRIVE ROCKVILLE, MD 20850	Â X	Â	Â	Â

## Signatures

/s/ Lynn Cilinski,  
attorney-in-fact  
Date: 10/09/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) 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 the 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: 17,153,592 by Alta BioPharma Partners III, L.P. ("ABP III"), 1,152,018 by Alta BioPharma Partners III LP GmbH ("ABP III KG") and 422,736 by Alta Embarcadero BioPharma Partners III, LLC ("AEBP III"). Edward Hurwitz is a director of Alta BioPharma Management Partners III, LLC, which is the general partner of ABP III, the managing limited partner of ABP III KG and the manager of AEBP III. Edward Hurwitz disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.

(3) 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 the 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: 11,291,435 by ABP III, 758,321 by ABP III KG and 278,268 by AEBP III. Edward Hurwitz is a director of Alta BioPharma Management Partners III, LLC, which is the general partner of ABP III, the managing limited partner of ABP III KG and the manager of AEBP III. Edward Hurwitz disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.

(5) These securities are held as follows: 3,511,408 by ABP III, 235,823 by ABP III KG and 86,536 by AEBP III. Edward Hurwitz is a director of Alta BioPharma Management Partners III, LLC, which is the general partner of ABP III, the managing limited partner of ABP III KG and the manager of AEBP III. Edward Hurwitz disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.

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- (6) Immediately
- (7) The warrants will expire upon the closing of the initial public offering.

These securities are held as follows: 263,356 by ABP III , 17,687 by ABP III KG and 6,490 by AEBP III. Edward Hurwitz is a director of Alta BioPharma Management Partners III, LLC, which is the general partner of ABP III, the managing limited partner of ABP III KG and the manager of AEBP III. Edward Hurwitz disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.

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**Remarks:**

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.