

MACROGENICS INC

Form 3

October 09, 2013

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

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**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 \*Â ALTA BIOPHARMA  
PARTNERS III LP

(Last) (First) (Middle)

ONE EMBARCADERO  
CENTER,Â 37TH FLOOR

(Street)

SAN  
FRANCISCO,Â CAÂ 94111

(City) (State) (Zip)

2. Date of Event Requiring  
Statement(Month/Day/Year)  
10/09/20133. Issuer Name **and** Ticker or Trading Symbol  
MACROGENICS INC [MGNX]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☒ 10% Owner  
☐ Officer ☐ Other  
(give title below) (specify below)6. Individual or Joint/Group  
Filing(Check Applicable Line)  
☐ Form filed by One Reporting  
Person  
☒ 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)Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****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)Date  
ExercisableExpiration  
Date3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title

Amount or  
Number of4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALTA BIOPHARMA PARTNERS III LP ONE EMBARCADERO CENTER 37TH FLOOR SAN FRANCISCO, CA 94111	Â	Â X	Â	Â
ALTA BIOPHARMA PARTNERS III GMBH & CO BETEILIGUNGS KG ONE EMBARCADERO CENTER 37TH FLOOR SAN FRANCISCO, CA 94111	Â	Â X	Â	Â
ALTA EMBARCADERO BIOPHARMA PARTNERS III LLC ONE EMBARCADERO CENTER 37TH FLOOR SAN FRANCISCO, CA 94111	Â	Â X	Â	Â

## Signatures

/s/ Edward  
Hurwitz

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"). Alta BioPharma Management Partners III, LLC ("ABMP") is the general partner of ABP III, the managing limited partner of ABP III KG and the manager of AEBP III. ABMP disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.

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- (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. ABMP is the general partner of ABP III, the managing limited partner of ABP III KG and the manager of AEBP III. ABMP 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. ABMP is the general partner of ABP III, the managing limited partner of ABP III KG and the manager of AEBP III. ABMP disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.

- (6) Immediately.

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

- (8) These securities are held as follows: 263,356 by ABP III , 17,687 by ABP III KG and 6,490 by AEBP III. ABMP is the general partner of ABP III, the managing limited partner of ABP III KG and the manager of AEBP III. ABMP disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.

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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