

MACROGENICS INC  
Form 4  
October 18, 2013

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
ORONSKY ARNOLD L

(Last) (First) (Middle)

C/O MACROGENICS, INC., 9640  
MEDICAL CENTER DRIVE

(Street)

ROCKVILLE, MD 20850

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MACROGENICS INC [MGNX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/16/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (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 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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	10/16/2013		C		962,819	A	<u>(1)</u> 962,819	I	See Footnote <u>(2)</u>
Common Stock	10/16/2013		C		615,284	A	<u>(3)</u> 1,578,103	I	See Footnote <u>(4)</u>
Common Stock	10/16/2013		C		295,494	A	<u>(5)</u> 1,873,597	I	See Footnote <u>(6)</u>
Common Stock	10/16/2013		C		32,671	A	<u>(5)</u> 1,906,268	I	See Footnote

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Common Stock	10/16/2013	X	2,448	A	(8)	1,908,716	I	(7) See Footnote (9)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount of Underlying Securities (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date		
Series A-1 Convertible Preferred Stock	(1)	10/16/2013		C		12,001,000	(1)	(1)	Common Stock	96
Series B Convertible Preferred Stock	(3)	10/16/2013		C		10,131,856	(3)	(3)	Common Stock	61
Series C Convertible Preferred Stock	(5)	10/16/2013		C		5,547,611	(5)	(5)	Common Stock	29
Series D-2 Convertible Preferred Stock	(5)	10/16/2013		C		613,402	(5)	(5)	Common Stock	3
Series D-2 Convertible Preferred Warrants	(5)	10/16/2013		X		46,005	(10)	10/16/2013	Common Stock	2

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

ORONSKY ARNOLD L  
C/O MACROGENICS, INC. X  
9640 MEDICAL CENTER DRIVE  
ROCKVILLE, MD 20850

Signatures

/s/ Lynn Cilinski,  
attorney-in-fact 10/18/2013

\*\*Signature of Reporting Person Date

Explanation of Responses:

- \* 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).
- (1) 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
- (2) 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.
- (3) 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
- (4) 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.
- (5) 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.  
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
- (6) 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.  
These securities are held as follows: 2,363 by Partners VIII, 18 by Investors VIII and 67 by Q VIII. Arnold Oronsky is Managing
- (9) 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.

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.