### Edgar Filing: MACROGENICS INC - Form 4

MACROGE	NICS INC										
Form 4											
February 18,	, 2014										
FORM 4 UNITED STATES SECURITIES A									OMB AF OMB Number:	PROVAL 3235-0287	
Check th if no long subject to Section 1 Form 4 o Form 5 obligatio may cont <i>See</i> Instru 1(b).	ger 5 16. 5 5 5 5 5 5 5 5 5 5 5 5 5	<ul> <li>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES</li> <li>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,</li> <li>Section 17(a) of the Public Utility Holding Company Act of 1935 or Section</li> <li>and the Security Act of 1940</li> </ul>									
(Print or Type I	Responses)										
HURWITZ EDWARD Symbol				er Name and Ticker or Trading COGENICS INC [MGNX]				5. Relationship of Reporting Person(s) to Issuer			
								(Check all applicable)			
				te of Earliest Transaction th/Day/Year) 8/2014				X Director Officer (give below)	10%	Owner r (specify	
	(Street)			endment, Da nth/Day/Year	-			6. Individual or Jo Applicable Line) _X_ Form filed by C		-	
ROCKVILI	LE, MD 20850							Form filed by M Person			
(City)	(State)	(Zip)	Tab	le I - Non-D	Derivative S	ecuriti	ies Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	any		ned n Date, if Day/Year)	3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)			
Common Stock	02/18/2014			S	308,513 (1)	D	\$ 36.5	1,704,996	I	See Footnote	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed

any

(Month/Day/Year)

# **Reporting Owners**

1. Title of

Security

(Instr. 3)

Derivative

2.

Conversion

or Exercise

Derivative

Price of

Security

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
HURWITZ EDWARD C/O MACROGENICS, INC. 9640 MEDICAL CENTER DRIVE ROCKVILLE, MD 20850	Х						
Signatures							
/s/ Lynn Cilinski, attorney-in-fact	02/18/2						
**Signature of Reporting Person	Date						

# **Explanation of Responses:**

the manager of AEBP III.

- \* 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).

These securities were sold as follows: 282,573 by Alta BioPharma Partners III, L.P. ("ABP III"), 18,977 by Alta BioPharma Partners III
 LP GmbH ("ABP III KG") and 6,963 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

(2) The shares are held as follows: 1,561,635 by ABPIII; 104,877 by ABPIII KG; and 38,484 by AEBP III. Edward Hurwitz 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. 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.

#### Edgar Filing: MACROGENICS INC - Form 4

4.

Code

(Instr. 8)

Execution Date, if

(Month/Day/Year)

Deriv Secur Bene Own Follo Repo Trans

9. Nt

(Instr

8. Price of

Derivative

Security

(Instr. 5)

7. Title and

Amount of

Underlying

(Instr. 3 and 4)

Amount or

Title Number

of

Shares

Securities

6. Date Exercisable and

Expiration

Date

Expiration Date

(Month/Day/Year)

 $Code \ V \ (A) \ (D)$ 

5.

of

Derivative

Securities

Acquired

Disposed

(Instr. 3, 4, and 5)

Date

Exercisable

(A) or

of (D)

TransactionNumber

Relationships