

MACROGENICS INC
Form 4
October 18, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
TPG Group Holdings (SBS) Advisors, Inc.

(Last) (First) (Middle)

C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300

(Street)

FORT WORTH, TX 76102

(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)
Former 10% Owner

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/16/2013		C		2,208,762	A	(4) (5) 2,208,762

See Explanation of Responses (1) (2) (6) (7)

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

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SEC 1474 (9-02)

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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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Warrants to purchase Series D-2 Convertible Preferred Stock	(3)	10/16/2013		C	28,753	(3)	(3)	Series D-2 Convertible Preferred Stock
Series D-2 Convertible Preferred Stock	(4) (5)	10/16/2013		C	28,753	(4)(5)	(4)(5)	Common Stock
Series D-2 Convertible Preferred Stock	(4) (5)	10/16/2013		J(3)	22,002	(4)(5)	(4)(5)	Common Stock
Series B-1 Convertible Preferred Stock	(4) (5)	10/16/2013		C	18,728,346	(4)(5)	(4)(5)	Common Stock
Series C Convertible Preferred Stock	(4) (5)	10/16/2013		C	19,724,839	(4)(5)	(4)(5)	Common Stock
Series D-2 Convertible Preferred Stock	(4) (5)	10/16/2013		C	390,127	(4)(5)	(4)(5)	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

TPG Group Holdings (SBS) Advisors, Inc.
C/O TPG GLOBAL, LLC
301 COMMERCE STREET, SUITE 3300
FORT WORTH, TX 76102

Former 10% Owner

BONDERMAN DAVID
C/O TPG GLOBAL, LLC
301 COMMERCE STREET, SUITE 3300
FORT WORTH, TX 76102

Former 10% Owner

COULTER JAMES G
C/O TPG GLOBAL, LLC
301 COMMERCE STREET, SUITE 3300
FORT WORTH, TX 76102

Former 10% Owner

Signatures

/s/ Ronald Cami, Vice President, TPG Group Holdings (SBS) Advisors,
Inc. (8)

10/18/2013

__Signature of Reporting Person

Date

/s/ Ronald Cami, on behalf of David Bonderman (8) (9)

10/18/2013

__Signature of Reporting Person

Date

/s/ Ronald Cami, on behalf of James G. Coulter (8) (9)

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).

David Bonderman and James G. Coulter are officers and sole shareholders of TPG Group Holdings (SBS) Advisors, Inc. ("Group Advisors" and, together with Messrs. Bonderman and Coulter, the "Reporting Persons"), which is the general partner of TPG Group Holdings (SBS), L.P., which is the sole member of TPG Holdings I-A, LLC, which is the general partner of TPG Holdings I, L.P., which is the sole member of each of TPG Biotechnology GenPar Advisors, LLC ("TPG Biotech GenPar Advisors") and TPG Ventures GenPar Advisors, LLC ("TPG Ventures GenPar Advisors").

TPG Biotech GenPar Advisors is the general partner of TPG Biotechnology GenPar, L.P., which is the general partner of TPG Biotechnology Partners, L.P. ("TPG Biotech"), which directly holds 1,877,449 shares of Common Stock ("Common Stock") of MacroGenics, Inc. (the "Issuer"). TPG Ventures GenPar Advisors is the general partner of TPG Ventures GenPar, L.P., which is the general partner of TPG Ventures, L.P. ("TPG Ventures" and, together with TPG Biotech, the "TPG Funds"), which directly holds 331,313 shares of Common Stock.

On October 16, 2013, the TPG Funds exercised warrants (the "Warrants") to purchase an aggregate of 28,753 shares of Series D-2 Convertible Preferred Stock ("Series D-2 Preferred") of the Issuer at an exercise price of \$0.6521 per share of Series D-2 Preferred. In lieu of paying the exercise price per share in cash, the TPG Funds elected to receive a number of shares of Series D-2 Preferred net of the number of shares of Series D-2 Preferred whose fair market value equaled the aggregate exercise price. The Warrants had been exercisable by the holder at any time on or after September 24, 2008 until September 24, 2018, subject to certain early termination events.

On October 16, 2013, (a) the shares of Series B-1 Convertible Preferred Stock of the Issuer (the "Series B Preferred") held by the TPG Funds mandatorily converted into 1,137,333 shares of Common Stock, (b) the shares of Series C Convertible Preferred Stock of the Issuer (the "Series C Preferred") held by the TPG Funds mandatorily converted into 1,050,651 shares of Common Stock and (c) the shares of Series D-2 Preferred mandatorily converted into 20,778 shares of Common Stock. Pursuant to the Amended and Restated Certificate of Incorporation of the Issuer, as amended, the shares of Series B Preferred, Series C Preferred and Series D-2 Preferred had been convertible, at the option of the holder, at any time into shares of Common Stock at initial conversion rates equal to (a) 1.1401 shares of Common Stock per share of Series B Preferred, (b) one share of Common Stock per share of Series C Preferred and (c) one

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share of Common Stock per share of Series D-2 Preferred.

- (5) The initial conversion rates were adjusted as a result of a 1-for-18.7739 reverse stock split of the Common Stock. Pursuant to the Amended and Restated Certificate of Incorporation of the Issuer, as amended, the shares of Series B Preferred, Series C Preferred and Series D-2 Preferred had been convertible, at the option of the holder, at any time into shares of Common Stock at initial conversion rates equal to (a) 1.1401 shares of Common Stock per share of Series B Preferred, (b) one share of Common Stock per share of Series C Preferred and (c) one share of Common Stock per share of Series D-2 Preferred. The initial conversion rates were adjusted as a result of a 1-for-18.7739 reverse stock split of the Common Stock.

- (6) Because of the relationship between the Reporting Persons and the TPG Funds, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of the TPG Funds. Each Reporting Person and each of the TPG Funds disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's or such TPG Fund's pecuniary interest therein, if any.

- (7) Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

Remarks:

- (8) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act.

- (9) Ronald Cami is signing on behalf of both Messrs. Bonderman and Coulter pursuant to authorization and designation letters dated

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.