

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 and Ticker or Trading Symbol | |
| Â ORONSKY ARNOLD L | | (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 checked="" 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) |
|------------------------------------|--|---|--|

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 (I) (Instr. 5) | |
|---|-------|-------|--------------|------------|--------|----------------------------------|-------------------|
| Series A-1 Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 12,001,000 | \$ (1) | I | See Footnote (2) |
| Series B Convertible Preferred Stock | Â (3) | Â (3) | Common Stock | 10,131,856 | \$ (3) | I | See Footnote (4) |
| Series C Convertible Preferred Stock | Â (5) | Â (5) | Common Stock | 5,547,611 | \$ (5) | I | See Footnote (6) |
| Series D-2 Convertible Preferred Stock | Â (5) | Â (5) | Common Stock | 613,402 | \$ (5) | I | See Footnote (7) |
| Series D-2 Convertible Preferred Warrants | Â (8) | Â (9) | Common Stock | 46,005 (5) | \$ (5) | I | See Footnote (10) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ORONSKY ARNOLD L C/O MACROGENICS, INC. 9640 MEDICAL CENTER DRIVE ROCKVILLE, MD 20850 | Â X | Â X | Â | Â |

Signatures

/s/ Lynn Cilinski,
attorney-in-fact

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 A-1 Convertible Preferred Stock is convertible into 0.0802 of a share of Common Stock without payment of further consideration and will automatically convert into 0.0802 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: 11,575,052 by InterWest Partners VIII, LP ("Partners VIII"), 93,748 by InterWest Investors VIII, LP ("Investors VIII") and 332,200 by InterWest Investors Q VIII, LP ("Q VIII") (collectively, the "InterWest Funds"). 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.
- (3) 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.
- (4) These securities are held as follows: 9,774,202 by Partners VIII, 78,015 by Investors VIII and 279,639 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.
- (5) 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

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date.

These securities are held as follows: 5,351,780 by Partners VIII, 42,717 by Investors VIII and 153,114 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.

These securities are held as follows: 591,749 by Partners VIII, 4,723 by Investors VIII and 16,930 by Q VIII. Arnold Oronsky is

- (7) 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) Immediately.

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

These securities are held as follows: 44,381 by Partners VIII, 354 by Investors VIII and 1,270 by Q VIII. Arnold Oronsky is Managing

- (10) Director of the InterWest Funds' general partner. Arnold Oronsky disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.

Â

Remarks:

Exhibit 24 - Power of Attorney

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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