

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 TPG Group Holdings (SBS) Advisors, Inc.		(Month/Day/Year) 10/09/2013	MACROGENICS INC [MGNX]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	
C/O TPG GLOBAL, LLC,Â 301 COMMERCE STREET, SUITE 3300			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	
FORT WORTH,Â TXÂ 76102			5. If Amendment, Date Original Filed(Month/Day/Year)	
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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)
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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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series B-1 Convertible Preferred Stock	Â (6)	Â (6)	Common Stock	1,137,333	\$ (6)	I	See Explanation of Responses (1) (2) (3) (4) (5)
Series C Convertible Preferred Stock	Â (6)	Â (6)	Common Stock	1,050,651	\$ (6)	I	See Explanation of Responses (1) (2) (3) (4) (5)
Series D-2 Convertible Preferred Stock	Â (6)	Â (6)	Common Stock	20,420	\$ (6)	I	See Explanation of Responses (1) (2) (3) (4) (5)
Warrants to purchase Series D-2 Convertible Preferred Stock	Â (7)	Â (7)	Series D-2 Convertible Preferred Stock	28,753	\$ (7)	I	See Explanation of Responses (1) (2) (3) (4) (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TPG Group Holdings (SBS) Advisors, Inc. C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102	Â	Â X	Â	Â
BONDERMAN DAVID C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102	Â	Â X	Â	Â
COULTER JAMES G C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102	Â	Â X	Â	Â

Signatures

/s/ Ronald Cami, Vice President, TPG Group Holdings (SBS) Advisors, Inc. (8)	10/09/2013
__Signature of Reporting Person	Date
/s/ Ronald Cami on behalf of David Bonderman (8)(9)	10/09/2013
__Signature of Reporting Person	Date
/s/ Ronald Cami on behalf of James G. Coulter (8)(9)	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).
- 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").
- (1) 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 15,919,094 shares of Series B-1 Convertible Preferred Stock ("Series B Preferred") of MacroGenics, Inc. (the "Issuer"), 16,766,113 shares of Series C Convertible Preferred Stock ("Series C Preferred") of the Issuer, 325,870 shares of Series D-2 Convertible Preferred Stock ("Series D-2 Preferred") of the Issuer and a warrant (the "TPG Biotech Warrant") to purchase 24,440 shares of Series D-2 Preferred.
- (2) 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 2,809,252 shares of Series B Preferred, 2,958,726 shares of Series C Preferred, 57,506 shares of Series D-2 Preferred and a warrant (the "TPG Ventures Warrant" and, together with the TPG Biotech Warrant, the "Warrants") to purchase 4,313 shares of Series D-2 Preferred.
- (3) 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.
- (4) 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.
- (5) 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 are convertible, at the option of the holder, at any time into shares of Common Stock, par value
- (6) \$0.01 per share, of the Issuer, 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 have been adjusted as a result of a 1-for-18.7739 reverse stock split of the Issuer's Common Stock.
- (7) The Warrants may be exercised by the holder at any time on or after September 24, 2008 until September 24, 2018 at an initial exercise price of \$0.6521 per share of Series D-2 Preferred. The exercise price is subject to certain adjustments.

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Remarks:

8.Â TheÂ ReportingÂ PersonsÂ areÂ jointlyÂ filingÂ thisÂ FormÂ 3Â pursuantÂ toÂ RuleÂ 16a-3(j)Â underÂ theÂ Exchar

9.Â RonaldÂ CamiÂ isÂ signingÂ onÂ behalfÂ ofÂ bothÂ Messrs.Â BondermanÂ andÂ CoulterÂ pursuantÂ toÂ theÂ auth

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.