#### **MACROGENICS INC**

Form 4

December 22, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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Check this box

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* Stein Kathryn E

2. Issuer Name and Ticker or Trading Symbol

Issuer

MACROGENICS INC [MGNX]

(Check all applicable)

SVP, Product Dev. & Regulatory

5. Relationship of Reporting Person(s) to

(Last)

(City)

(First) (Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

12/18/2014

Director 10% Owner X\_ Officer (give title Other (specify

below)

9640 MEDICAL CENTER DRIVE

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

#### ROCKVILLE, MD 20850

| (City)                               | (State) (                               | Zip) Table | e I - Non-D   | erivative S | Securi    | ties Acq   | uired, Disposed o  | f, or Beneficial  | ly Owned |
|--------------------------------------|---|------------|---|-------------|-----------|--|--|---|----------|
| 1.Title of<br>Security<br>(Instr. 3) | (Month/Day/Year) Execution Date, if any |            | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) |             |           | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |          |
|                                      |   |            | Code V  | Amount      | or<br>(D) | Price  | (Instr. 3 and 4)   |   |          |
| Common Stock (1)                     | 12/18/2014                              |            | M   | 10,946      | A         | \$<br>0.71   | 54,151   | D   |          |
| Common Stock (1)                     | 12/18/2014                              |            | S   | 10,946      | D         | \$ 33<br>(2)   | 43,205   | D   |          |

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

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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<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |         | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                    | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                                     |
|--|---------|---|--|---|---------|--|--------------------|---|-------------------------------------|
|  |         |   |  | Code V  | (A) (D) | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option<br>(right to   | \$ 0.71 | 12/18/2014                              |  | M   | 10,946  | 09/24/2005   | 03/23/2016         | Common<br>Stock   | 10,946                              |

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Stein Kathryn E

buy)

9640 MEDICAL CENTER DRIVE SVP, Product Dev. & Regulatory

ROCKVILLE, MD 20850

### **Signatures**

/s/Lynn Cilinski, attorney-in-fact

\*\*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) The sales reported on this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on June 30, 2014.
- (2) The price reported in Column 4 is a weighted average price.

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.

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