MACROGENICS INC

Form 4/A October 07, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person ** Wigginton Jon Marc			Symbol		d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of	f Earliest T	ransaction	(Cliec	k all applicable	•)	
9640 MEDI	CAL CENTER	DRIVE	(Month/E 08/03/2	•		X_ Officer (give below)	title Other below) VP, Clinical		
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
ROCKVILL	LE, MD 20850		Filed(Moi 08/03/2	nth/Day/Yea 015	r)	Applicable Line) _X_ Form filed by C Form filed by M Person			
(City)	(State)	(Zip)	Tabl	le I - Non-l	Derivative Securities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security	2. Transaction D (Month/Day/Yea			3. Transaction	4. Securities Acquired or(A) or Disposed of (D)	5. Amount of Securities	6. Ownership	7. Natur Indirect	

` • ′		1 201	e i - Non-D	erivative i	Securi	nes Acqu	iirea, Disposea oi	, or benefician	ly Owned
1.Title of	2. Transaction Date		3.	4. Securit		•	5. Amount of	6.	7. Nature of
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			Securities Beneficially	Ownership Form: Direct	Indirect Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following Reported	Indirect (I) (Instr. 4)	(Instr. 4)
					(A) or		Transaction(s)	(1115111 1)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock (1)	08/03/2015		M	10,000	A	\$ 4.7	10,000	D	
Common Stock (1)	08/03/2015		S	10,000	D	\$ 37.15	0	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 (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date ecurities (Month/Day/Year) acquired (A) r Disposed of D) Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.7	08/03/2015		M	10,000	(2)	07/18/2023	Common Stock	10,000

Reporting Owners

Director 10% Owner Officer Other

Wigginton Jon Marc

9640 MEDICAL CENTER DRIVE Sr VP, Clinical

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 in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 17, 2015.
- (2) 12.5% of the shares underlying the option became exercisable on January 19, 2014, and 6.25% of the shares underlying the option become exercisable on the first day of each three month anniversary thereafter.

Remarks:

Amendment filed solely to correct adoption date of 10b5-1 trading plan in Footnote 1.

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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