

Wigginton Jon Marc  
Form 4  
January 18, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
Wigginton Jon Marc

2. Issuer Name and Ticker or Trading Symbol  
MACROGENICS INC [MGNX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

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

9704 MEDICAL CENTER DRIVE

01/16/2018

Sr VP, Clinical Dev. & CMO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

ROCKVILLE, MD 20850

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 01/16/2018                           |  | M                              | 2,476 A \$ 4.7  | 32,476 <sup>(1)</sup>   | D  |                                   |
| Common Stock                    | 01/16/2018 <sup>(2)</sup>            |  | S                              | 2,476 D \$ 20 <sup>(3)</sup>                                      | 30,000 <sup>(1)</sup>   | D  |                                   |
| Common Stock                    | 01/17/2018                           |  | M                              | 2,524 A \$ 4.7  | 32,524 <sup>(1)</sup>   | D  |                                   |
| Common Stock                    | 01/17/2018 <sup>(2)</sup>            |  | S                              | 2,524 D \$ 20 <sup>(4)</sup>                                      | 30,000 <sup>(1)</sup>   | D  |                                   |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

**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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Employee stock option (right to buy)       | \$ 4.7   | 01/16/2018                           |  | M                              | 2,476  | 01/18/2014 07/18/2023                                    | Common Stock  | 2,476                      |
| Employee stock option (right to buy)       | \$ 4.7   | 01/17/2018                           |  | M                              | 2,524  | 01/18/2014 07/18/2023                                    | Common Stock  | 2,524                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| Wigginton Jon Marc<br>9704 MEDICAL CENTER DRIVE<br>ROCKVILLE, MD 20850 |               |           | Sr VP, Clinical Dev. & CMO |       |

## Signatures

/s/ Lynn Cilinski,  
Attorney-in-Fact

01/18/2018

\*\*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) This amount includes 30,000 Restricted Stock Units (RSU) acquired on 2/25/16 which will vest on 2/25/18.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 13, 2017.
- (3) This transaction was executed in multiple trades at prices ranging from \$20 to \$20.71.
- (4) This transaction was executed in multiple trades at prices ranging from \$20 to \$20.03.

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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