

MACROGENICS INC  
Form SC 13G  
February 14, 2014

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**MACROGENICS, INC.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**556099109**

(CUSIP Number)

**December 31, 2013**

(Date of Event That Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 556099109

- |      |  |   |
|------|--|---|
| (1)  | Names of Reporting Persons.<br>Alta BioPharma Partners III, L.P.             |   |
| (2)  | Check the Appropriate Box if a Member of a Group                             |   |
|      | (a) <input type="radio"/>  |   |
|      | (b) <input checked="" type="radio"/>   |   |
| (3)  | SEC Use Only   |   |
| (4)  | Citizenship or Place of Organization<br>Delaware                             |   |
| (5)  |  | Sole Voting Power<br>1,844,208 (a)      |
| (6)  |  | Shared Voting Power<br>-0-              |
| (7)  |  | Sole Dispositive Power<br>1,844,208 (a) |
| (8)  |  | Shared Dispositive Power<br>-0-         |
| (9)  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>1,844,208(a) |   |
| (10) | Check if the Aggregate Amount in Row (9) Excludes Certain Shares             |   |
| (11) | Percent of Class Represented by Amount in Row (9)<br>7.37% (b)               |   |
| (12) | Type of Reporting Person<br>PN   |   |

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(a) Alta BioPharma Partners III, L.P. ( ABPIII ) has sole voting and dispositive control over 1,844,208 shares of common stock ( Common Stock ) of MacroGenics, Inc. (the Issuer ), except that Alta BioPharma Management III, LLC ( ABMIII ), the general partner of ABPIII, and Farah Champs ( Champs ), and Edward Hurwitz ( Hurwitz ), and Edward Penhoet ( Penhoet ), directors of ABMIII, may be deemed to share the right to direct the voting and dispositive control over such stock. Additional information about ABPIII is set forth in Attachment A hereto.

(b) The percentage set forth in row (11) is based on an aggregate of 25,020,288 shares of Common Stock outstanding as of October 31, 2013 as reported in the Issuer s 10-Q filing for the quarter ended September 30, 2013.

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- |   |   |                                       |
|---|---|---------------------------------------|
| (1)   | Names of Reporting Persons.<br>Alta BioPharma Partners III GmbH & Co. Beteiligungs KG                                 |                                       |
| (2)   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |                                       |
| (3)   | SEC Use Only  |                                       |
| (4)   | Citizenship or Place of Organization<br>Germany   |                                       |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | (5)   | Sole Voting Power<br>123,854 (c)      |
|   | (6)   | Shared Voting Power<br>-0-            |
|   | (7)   | Sole Dispositive Power<br>123,854 (c) |
|   | (8)   | Shared Dispositive Power<br>-0-       |
| (9)   | Aggregate Amount Beneficially Owned by Each Reporting Person<br>123,854 (c)   |                                       |
| (10)  | Check if the Aggregate Amount in Row (9) Excludes Certain Shares  |                                       |
| (11)  | Percent of Class Represented by Amount in Row (9)<br>0.50% (b)  |                                       |
| (12)  | Type of Reporting Person<br>PN  |                                       |

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(c) Alta BioPharma Partners III GmbH & Co. Beteiligungs KG ( ABPIIIKG ) has sole voting and dispositive control over 123,854 shares of Common Stock, except that ABMIII, the managing limited partner of ABPIIIKG, Champsi, Penhoet, and Hurwitz, directors of ABMPIII, may be deemed to share the right to direct the voting and dispositive control over such stock. Additional information about ABPIIIKG is set forth in Attachment A hereto.

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(1) Names of Reporting Persons.

Alta BioPharma Management III, LLC

(2) Check the Appropriate Box if a Member of a Group

(a)    
 (b)

(3) SEC Use Only

(4) Citizenship or Place of Organization

Delaware

Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person With

|     |                          |
|-----|--------------------------|
| (5) | Sole Voting Power        |
|     | -0-                      |
| (6) | Shared Voting Power      |
|     | 1,968,062 (d)            |
| (7) | Sole Dispositive Power   |
|     | -0-                      |
| (8) | Shared Dispositive Power |
|     | 1,968,062 (d)            |

(9) Aggregate Amount Beneficially Owned by Each Reporting Person  
 1,968,062 (d)

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

(11) Percent of Class Represented by Amount in Row (9)  
 7.87%(b)

(12) Type of Reporting Person  
 OO

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(d) ABMIII shares voting and dispositive power over the 1,844,208 shares of Common Stock beneficially owned by ABPIII and the 123,854 shares of Common Stock beneficially owned by ABPIIIKG. Additional information about ABMIII is set forth in Attachment A hereto.

CUSIP No. 556099109

- (1) Names of Reporting Persons.  
Alta Embarcadero BioPharma Partners III, LLC
- (2) Check the Appropriate Box if a Member of a Group  
(a)  o  
(b)  x
- (3) SEC Use Only
- (4) Citizenship or Place of Organization  
California
- |   |     |                                      |
|---|-----|--------------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | (5) | Sole Voting Power<br>45,447 (e)      |
|   | (6) | Shared Voting Power<br>-0-           |
|   | (7) | Sole Dispositive Power<br>45,447 (e) |
|   | (8) | Shared Dispositive Power<br>-0-      |
- (9) Aggregate Amount Beneficially Owned by Each Reporting Person  
45,447 (e)
- (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
- (11) Percent of Class Represented by Amount in Row (9)  
0.18% (b)
- (12) Type of Reporting Person  
OO

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(e) Alta Embarcadero BioPharma Partners III, LLC ( AEBPIII ) has sole voting and dispositive control over 45,447 shares of Common Stock, except that Champsi, Penhoet, and Hurwitz, managing directors of AEBPIII, may be deemed to share the right to direct the voting and dispositive control over such stock. Additional information about AEBPIII is set forth in Attachment A hereto.

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- |   |   |   |
|---|---|---|
| (1)   | Names of Reporting Persons.<br><br>Farah Champs   |   |
| (2)   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |   |
| (3)   | SEC Use Only  |   |
| (4)   | Citizenship or Place of Organization<br>United States   |   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | (5)   | Sole Voting Power<br>-0-                  |
|   | (6)   | Shared Voting Power<br>2,013,509 (h)      |
|   | (7)   | Sole Dispositive Power<br>-0-             |
|   | (8)   | Shared Dispositive Power<br>2,013,509 (h) |
| (9)   | Aggregate Amount Beneficially Owned by Each Reporting Person<br>2,013,509 (h)   |   |
| (10)  | Check if the Aggregate Amount in Row (9) Excludes Certain Shares  |   |
| (11)  | Percent of Class Represented by Amount in Row (9)<br>8.05% (b)  |   |
| (12)  | Type of Reporting Person<br>IN  |   |

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(h) Champs shares voting and dispositive control over the 1,844,208 shares of common stock beneficially owned by ABPIII, the 123,854 shares of Common Stock beneficially owned by ABPIIIKG, and the 45,447 shares of Common Stock beneficially owned by AEBPIII. Additional information about Champs is set forth in Attachment A hereto.

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- (1) Names of Reporting Persons.  
Edward Penhoet
- (2) Check the Appropriate Box if a Member of a Group  
(a)  o  
(b)  x
- (3) SEC Use Only
- (4) Citizenship or Place of Organization  
United States
- |   |     |   |
|---|-----|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | (5) | Sole Voting Power<br>-0-                  |
|   | (6) | Shared Voting Power<br>2,013,509 (i)      |
|   | (7) | Sole Dispositive Power<br>-0-             |
|   | (8) | Shared Dispositive Power<br>2,013,509 (i) |
- (9) Aggregate Amount Beneficially Owned by Each Reporting Person  
2,013,509 (i)
- (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
- (11) Percent of Class Represented by Amount in Row (9)  
8.05% (b)
- (12) Type of Reporting Person  
IN

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(i) Penhoet shares voting and dispositive control over the 1,844,208 shares of common stock beneficially owned by ABPIII, the 123,854 shares of Common Stock beneficially owned by ABPIIIKG, and the 45,447 shares of Common Stock beneficially owned by AEBPIII. Additional information about Penhoet is set forth in Attachment A hereto.

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- (1) Names of Reporting Persons.  
Edward Hurwitz
- (2) Check the Appropriate Box if a Member of a Group  
(a)  o  
(b)  x
- (3) SEC Use Only
- (4) Citizenship or Place of Organization  
United States
- |   |     |   |
|---|-----|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | (5) | Sole Voting Power<br>-0-                  |
|   | (6) | Shared Voting Power<br>2,013,509 (j)      |
|   | (7) | Sole Dispositive Power<br>-0-             |
|   | (8) | Shared Dispositive Power<br>2,013,509 (j) |
- (9) Aggregate Amount Beneficially Owned by Each Reporting Person  
2,013,509 (j)
- (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
- (11) Percent of Class Represented by Amount in Row (9)  
8.05% (b)
- (12) Type of Reporting Person  
IN

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(j) Hurwitz shares voting and dispositive control over the 1,844,208 shares of common stock beneficially owned by ABPIII, the 123,854 shares of Common Stock beneficially owned by ABPIIIKG, and the 45,447 shares of Common Stock beneficially owned by AEBPIII. Additional information about Hurwitz is set forth in Attachment A hereto.



CUSIP No. 556099109

**Item 1.**

(a) Name of Issuer: MacroGenics, Inc. ( Issuer )

(b) Address of Issuer's Principal Executive Offices:

9640 Medical Center Drive

Rockville, Maryland 20850

**Item 2.**

(a) Name of Person Filing:

Alta BioPharma Partners III, L.P. ( ABPIII )

Alta BioPharma Management III, LLC ( ABMIII )

Alta BioPharma Partners III GmbH & Co. Beteiligungs KG ( ABPIIIKG )

Alta Embarcadero BioPharma Partners III, LLC ( AEBPIII )

Farah Champsi ( FC )

Edward Penhoet ( EP )

Edward Hurwitz ( EH )

(b) Address of Principal Business Office:

One Embarcadero Center, Suite 3700

San Francisco, CA 94111

(c) Citizenship/Place of Organization:

|              |          |               |
|--------------|----------|---------------|
| Entities:    | ABPIII   | Delaware      |
|              | ABMIII   | Delaware      |
|              | ABPIIIKG | Germany       |
|              | AEBPIII  | California    |
| Individuals: | FC       | United States |
|              | EP       | United States |
|              | EH       | United States |

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 556099109

**Item 3. Not applicable.**

CUSIP No. 556099109

**Item 4**                      **Ownership.**

Please see Attachment A

|     |                          | <b>ABPIII</b> | <b>ABMIII</b> | <b>ABPIIIKG</b> | <b>AEBPIII</b> |
|-----|--------------------------|---------------|---------------|-----------------|----------------|
| (a) | Beneficial Ownership     | 1,844,208     | 1,968,062     | 123,854         | 45,447         |
| (b) | Percentage of Class      | 7.37%         | 7.87%         | 0.50%           | 0.18%          |
| (c) | Sole Voting Power        | 1,844,208     | -0-           | 123,854         | 45,447         |
|     | Shared Voting Power      | -0-           | 1,968,062     | -0-             | -0-            |
|     | Sole Dispositive Power   | 1,844,208     | -0-           | 123,854         | 45,447         |
|     | Shared Dispositive Power | -0-           | 1,968,062     | -0-             | -0-            |

|     |                          | <b>FC</b> | <b>EP</b> | <b>EH</b> |
|-----|--------------------------|-----------|-----------|-----------|
| (a) | Beneficial Ownership     | 2,013,509 | 2,013,509 | 2,013,509 |
| (b) | Percentage of Class      | 8.05%     | 8.05%     | 8.05%     |
| (c) | Sole Voting Power        | -0-       | -0-       | -0-       |
|     | Shared Voting Power      | 2,013,509 | 2,013,509 | 2,013,509 |
|     | Sole Dispositive Power   | -0-       | -0-       | -0-       |
|     | Shared Dispositive Power | 2,013,509 | 2,013,509 | 2,013,509 |

CUSIP No. 556099109

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following o.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

No reporting person is a member of a group as defined in Section 240.13d-1(b)(1)(ii)(H) of the Act.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certification**

Not applicable.

**EXHIBITS**

A: Joint Filing Statement

CUSIP No. 556099109

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2014

**ALTA BIOPHARMA PARTNERS III, L.P.**

By: Alta BioPharma Management III, LLC

By: /s/ Farah Champsi  
Farah Champsi, Director

**ALTA BIOPHARMA MANAGEMENT III, LLC**

By: /s/ Farah Champsi  
Farah Champsi, Director

**ALTA EMBARCADERO BIOPHARMA PARTNERS III, LLC**

By: /s/ Farah Champsi  
Farah Champsi, Manager

/s/ Farah Champsi  
Farah Champsi

/s/ Edward Penhoet  
Edward Penhoet

**ALTA BIOPHARMA PARTNERS III GMBH & CO.  
BETEILIGUNGS KG**

By: Alta BioPharma Management III, LLC

/s/ Farah Champsi  
Farah Champsi, Director

/s/ Edward Hurwitz  
Edward Hurwitz

CUSIP No. 556099109

**EXHIBIT A**

**AGREEMENT OF JOINT FILING**

We, the undersigned, hereby express our agreement that the attached Schedule 13G is filed on behalf of us.

Date: February 14, 2014

**ALTA BIOPHARMA PARTNERS III, L.P.**

By: Alta BioPharma Management III, LLC

By: /s/ Farah Champs  
Farah Champs, Director

**ALTA BIOPHARMA MANAGEMENT III, LLC**

By: /s/ Farah Champs  
Farah Champs, Director

**ALTA EMBARCADERO BIOPHARMA PARTNERS III, LLC**

By: /s/ Farah Champs  
Farah Champs, Manager

/s/ Farah Champs  
Farah Champs

/s/ Edward Penhoet  
Edward Penhoet

**ALTA BIOPHARMA PARTNERS III GMBH & CO.  
BETEILIGUNGS KG**

By: Alta BioPharma Management III, LLC

/s/ Farah Champs  
Farah Champs, Director

/s/ Edward Hurwitz  
Edward Hurwitz

CUSIP No. 556099109

**Attachment A**

Alta BioPharma Partners III, L.P. beneficially owns 1,844,208 shares of Common Stock and exercises sole voting and dispositive control over such shares, except to the extent set forth below.

Alta BioPharma Partners III GmbH & Co. Beteiligungs KG beneficially owns 123,854 shares of Common Stock and exercises sole voting and dispositive control over such shares, except to the extent set forth below.

Alta Embarcadero BioPharma Partners III, LLC beneficially owns 45,447 shares Common Stock and exercises sole voting and dispositive control over such shares, except to the extent set forth below.

Alta BioPharma Management III, LLC is the general partner of Alta BioPharma Partners III, L.P. and the managing limited partner of Alta BioPharma Partners III GmbH & Co. Beteiligungs KG and may be deemed to share the right to direct the voting and dispositive control over the shares held by such fund.

Ms. Farah Champsy is a director of Alta BioPharma Management III, LLC, and a manager of Alta Embarcadero BioPharma Partners III, LLC. She may be deemed to share the right to direct the voting and dispositive control over the shares held by such funds.

Mr. Edward Hurwitz is a director of Alta BioPharma Management III, LLC, and a manager of Alta Embarcadero BioPharma Partners III, LLC. He may be deemed to share the right to direct the voting and dispositive control over the shares held by such funds.

Mr. Edward Penhoet is a director of Alta BioPharma Management III, LLC, and a manager of Alta Embarcadero BioPharma Partners III, LLC. He may be deemed to share the right to direct the voting and dispositive control over the shares held by such funds.