

MACROGENICS INC
Form SC 13G/A
February 12, 2016

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)

MACROGENICS
(Name of Issuer)

Common Stock, \$0.01 par value per share
(Title of Class of Securities)

556099109
(CUSIP Number)

DECEMBER 31, 2015
(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).

(1) Names of Reporting Persons.

Alta BioPharma Partners III, L.P.

(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	(5)	Sole Voting Power
Shares		-0-
Beneficially	(6)	Shared Voting Power
Owned by		-0-
Each	(7)	Sole Dispositive Power
Reporting		-0-
Person With	(8)	Shared Dispositive Power
		-0-

(9) Aggregate Amount Beneficially Owned by Each Reporting Person

-0-

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

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

0%

(12) Type of Reporting Person

PN

(1) Names of Reporting Persons.

Alta BioPharma Partners III GmbH & Co. Beteiligungs KG

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

(a)

(b)

(3) SEC Use Only

(4) Citizenship or Place of Organization

Germany

Number of	(5)	Sole Voting Power
Shares		-0-
Beneficially	(6)	Shared Voting Power
Owned by		-0-
Each	(7)	Sole Dispositive Power
Reporting		-0-
Person With	(8)	Shared Dispositive Power
		-0-

(9) Aggregate Amount Beneficially Owned by Each Reporting Person

-0-

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

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

0%

(12) Type of Reporting Person

PN

- (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
- (5) Sole Voting Power
- (6) Shared Voting Power
- (7) Sole Dispositive Power
- (8) Shared Dispositive Power
- (9) Aggregate Amount Beneficially Owned by Each Reporting Person
-0-
- (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
- (11) Percent of Class Represented by Amount in Row (9)
0%
- (12) Type of Reporting Person
OO

(1) Names of Reporting Persons.

Alta Embarcadero BioPharma Partners 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

California

Number of	(5)	Sole Voting Power
Shares		-0-
Beneficially	(6)	Shared Voting Power
Owned by		-0-
Each	(7)	Sole Dispositive Power
Reporting		-0-
Person With	(8)	Shared Dispositive Power
		-0-

(9) Aggregate Amount Beneficially Owned by Each Reporting Person

0

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

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

0%

(12) Type of Reporting Person

OO

CUSIP No. 556099109

13G

Page 6 of 12 Pages

- (1) Names of Reporting Persons.
Farah Champs
- (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
United States
- | | | |
|--------------|-----|--------------------------|
| Number of | (5) | Sole Voting Power |
| Shares | | 27,630 |
| Beneficially | (6) | Shared Voting Power |
| Owned by | | -0- |
| Each | (7) | Sole Dispositive Power |
| Reporting | | 27,630 |
| Person With | (8) | Shared Dispositive Power |
| | | -0- |
- (9) Aggregate Amount Beneficially Owned by Each Reporting Person
27,630
- (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
- (11) Percent of Class Represented by Amount in Row (9)
0% (a)
- (12) Type of Reporting Person
IN

(a) The percentage set forth in row (11) is based on 34,312,353 shares of Common Stock outstanding as of October 30, 2015 as reported in the Issuer's 10-Q for the quarter ended September 30, 2015 as filed with the Securities and Exchange Commission on November 4, 2015. The information with respect to the shares of Common Stock beneficially owned by the Reporting Person is provided as of December 31, 2015.

(1) Names of Reporting Persons.

Edward Penhoet

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

(a)

(b)

(3) SEC Use Only

(4) Citizenship or Place of Organization

United States

Number of	(5)	Sole Voting Power
Shares		11,380
Beneficially	(6)	Shared Voting Power
Owned by		-0-
Each	(7)	Sole Dispositive Power
Reporting		11,380
Person With	(8)	Shared Dispositive Power
		-0-

(9) Aggregate Amount Beneficially Owned by Each Reporting Person

11,380

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

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

0% (a)

(12) Type of Reporting Person

IN

CUSIP No. 556099109

13G

Page 8 of 12 Pages

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”)
- (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 |
- (d) Title of Class of Securities:
Common Stock, \$0.01 par value per share
- (e) CUSIP Number:
556099109

Item 3. Not applicable.

CUSIP No. 556099109

13G

Page 9 of 12 Pages

Item 4 Ownership.

The following beneficial ownership information is provided as of December 31, 2015.

Fund Entities	Please see Attachment A						Beneficial Ownership	Percentage of Class
	Shares Held Directly	Sole Voting Power	Shared Voting Power	Sole Dispositive Power	Shared Dispositive Power			
ABPIII	0	0	0	0	0	0	0%	
ABMIII	0	0	0	0	0	0	0%	
ABPIIIKG	0	0	0	0	0	0	0%	
AEPBIII	0	0	0	0	0	0	0%	
FC	27,630	27,630	0	27,630	0	27,630	0%	
EP	11,380	11,380	0	11,380	0	11,380	0%	

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 ý

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)(J) of the Act.

CUSIP No. 556099109

13G

Page 10 of 12 Pages

Item 9.
Not applicable.
Item 10.
Not applicable.

Notice of Dissolution of Group

Certification

EXHIBITS

A: Joint Filing Statement

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 12, 2016

ALTA BIOPHARMA PARTNERS III, L.P.
By: Alta BioPharma Management III, LLC

ALTA BIOPHARMA MANAGEMENT III, LLC

By: /s/ Farah Champsi
Farah Champsi, Director

By: /s/ Farah Champsi
Farah Champsi, Director

ALTA EMBARCADERO BIOPHARMA PARTNERS
III, LLC

ALTA BIOPHARMA PARTNERS III GMBH &CO.
BETEILIGUNGS KG
By: Alta BioPharma Management III, LLC

By: /s/ Farah Champsi
Farah Champsi, Manager

/s/ Farah Champsi
Farah Champsi, Director

/s/ Farah Champsi
Farah Champsi

/s/ Edward Penhoet
Edward Penhoet

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 12, 2016

ALTA BIOPHARMA PARTNERS III, L.P.
By: Alta BioPharma Management III, LLC

ALTA BIOPHARMA MANAGEMENT III, LLC

By: /s/ Farah Champsi
Farah Champsi, Director

By: /s/ Farah Champsi
Farah Champsi, Director

ALTA EMBARCADERO BIOPHARMA PARTNERS
III, LLC

ALTA BIOPHARMA PARTNERS III GMBH & CO.
BETEILIGUNGS KG
By: Alta BioPharma Management III, LLC

By: /s/ Farah Champsi
Farah Champsi, Manager

/s/ Farah Champsi
Farah Champsi, Director

/s/ Farah Champsi
Farah Champsi

/s/ Edward Penhoet
Edward Penhoet