

Wigginton Jon Marc
 Form 4
 January 18, 2018

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)
 9704 MEDICAL CENTER DRIVE
 (Street)

ROCKVILLE, MD 20850

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/16/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr VP, Clinical Dev. & CMO

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

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 Price (D)		
Common Stock	01/16/2018		M		2,476 A \$ 4.7	32,476 ⁽¹⁾	D
Common Stock	01/16/2018 ⁽²⁾		S		2,476 D \$ 20 ⁽³⁾	30,000 ⁽¹⁾	D
Common Stock	01/17/2018		M		2,524 A \$ 4.7	32,524 ⁽¹⁾	D
Common Stock	01/17/2018 ⁽²⁾		S		2,524 D \$ 20 ⁽⁴⁾	30,000 ⁽¹⁾	D

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

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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 9704 MEDICAL CENTER DRIVE 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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