

MACROGENICS INC
Form SC 13G/A
February 05, 2015

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

SCHEDULE 13G
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)*

Macrogenics, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

556099 10 9

(CUSIP Number)

December 31, 2014

(Date of Event Which 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).

CUSIP No. 556099 10 9

1. Name of Reporting Persons

MPM BioVentures II, L.P.

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

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 0

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

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

..

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

0.0%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 556099 10 9

1. Name of Reporting Persons

MPM BioVentures II-QP, L.P.

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

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 0

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

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

..

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

0.0%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 556099 10 9

1. Name of Reporting Persons

MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG

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

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Germany

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 0

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

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

..

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

0.0%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 556099 10 9

1. Name of Reporting Persons

MPM Asset Management Investors 2000B LLC

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

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 0

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

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

..

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

0.0%

12. Type of Reporting Person (See Instructions)

OO

CUSIP No. 556099 10 9

1. Name of Reporting Persons

MPM BioVentures IV Strategic Fund, L.P.

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

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 0

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

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

..

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

0.0%

12. Type of Reporting Person (See Instructions)

OO

CUSIP No. 556099 10 9

1. Name of Reporting Persons

MPM Asset Management II, L.P.

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

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 0

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

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

..

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

0.0%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 556099 10 9

1. Name of Reporting Persons

MPM Asset Management II LLC

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

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 0

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

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

..

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

0.0%

12. Type of Reporting Person (See Instructions)

OO

CUSIP No. 556099 10 9

1. Name of Reporting Persons

MPM BioVentures IV GP LLC

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

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 0

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

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

..

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

0.0%

12. Type of Reporting Person (See Instructions)

OO

CUSIP No. 556099 10 9

1. Name of Reporting Persons

MPM BioVentures IV LLC

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

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 0

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

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

..

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

0.0%

12. Type of Reporting Person (See Instructions)

OO

CUSIP No. 556099 10 9

1. Name of Reporting Persons

Ansbert Gadicke

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

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number of

Shares 5,359*
6. Shared Voting Power

Beneficially

Owned by 0
Each 7. Sole Dispositive Power

Reporting

Person 5,359*
8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

5,359*

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

..

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

0.0%

12. Type of Reporting Person (See Instructions)

IN

* 1,021 of the shares are held by the Gadicke Revocable Trust, of which the reporting person is trustee.

CUSIP No. 556099 10 9

1. Name of Reporting Persons

Luke Evin

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

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number of

Shares 14,836*
6. Shared Voting Power

Beneficially

Owned by 0
Each 7. Sole Dispositive Power

Reporting

Person 14,836*
8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

14,836*

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

..

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

0.1%

12. Type of Reporting Person (See Instructions)

IN

* 2,752 of the shares are held by The Evnin/Wright 2000 Children's Trust, of which the reporting person is trustee.

CUSIP No. 556099 10 9

1. Name of Reporting Persons

Nicholas Galakatos

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

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number of

Shares 2,247*
6. Shared Voting Power

Beneficially

Owned by 0
Each 7. Sole Dispositive Power

Reporting

Person 2,247*
8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,247*

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

..

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

0.0%

12. Type of Reporting Person (See Instructions)

IN

* 674 of the shares are held by AAG Peakham LLC, of which the reporting person is a member.

CUSIP No. 556099 10 9

1. Name of Reporting Persons

Michael Steinmetz

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

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number of

Shares 2,042

6. Shared Voting Power

Beneficially

Owned by 0

Each 7. Sole Dispositive Power

Reporting

Person 2,042

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,042

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

..

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

0.0%

12. Type of Reporting Person (See Instructions)

IN

CUSIP No. 556099 10 9

1. Name of Reporting Persons

Kurt Wheeler

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

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number of

Shares 1,021
6. Shared Voting Power

Beneficially

Owned by 0
Each 7. Sole Dispositive Power

Reporting

Person 1,021
8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,021

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

..

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

0.0%

12. Type of Reporting Person (See Instructions)

IN

CUSIP No. 556099 10 9

1. Name of Reporting Persons

Todd Foley

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

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number of

Shares 615

6. Shared Voting Power

Beneficially

Owned by 0

7. Sole Dispositive Power

Each

Reporting

Person 615

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

615

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

..

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

0.0%

12. Type of Reporting Person (See Instructions)

IN

CUSIP No. 556099 10 9

1. Name of Reporting Persons

Vaughn Kalian

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

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number of

Shares 2,436

6. Shared Voting Power

Beneficially

Owned by 0

Each 7. Sole Dispositive Power

Reporting

Person 2,436

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,436

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

..

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

0.0%

12. Type of Reporting Person (See Instructions)

IN

CUSIP No. 556099 10 9

1. Name of Reporting Persons

James Paul Scopa

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

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number of

Shares 1,964

6. Shared Voting Power

Beneficially

Owned by 0

Each 7. Sole Dispositive Power

Reporting

Person 1,964

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,964

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

..

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

0.0%

12. Type of Reporting Person (See Instructions)

IN

CUSIP No. 556099 10 9

Item 1.

(a) Name of Issuer

Macrogenics, Inc.

(b) Address of Issuer's Principal Executive Offices

9640 Medical Center Drive

Rockville, MD 20850

Item 2.

(a) Name of Person Filing

MPM BioVentures II, LP

MPM BioVentures II-QP, L.P.

MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG

MPM Asset Management Investors 2000B LLC

MPM BioVentures IV Strategic Fund, L.P.

MPM Asset Management II, L.P.

MPM Asset Management II LLC

MPM BioVentures IV GP LLC

MPM BioVentures IV LLC

Ansbert Gadicke

Luke Evin

Nicholas Galakatos

Michael Steinmetz

Kurt Wheeler

Todd Foley

Vaughn Kailian

James Paul Scopa

(b) Address of Principal Business Office or, if none, Residence
c/o MPM Capital LLC

The John Hancock Tower

200 Clarendon Street, 54th Floor

Boston, MA 02116

(c) Citizenship

All entities were organized in Delaware except MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG, which was organized in Germany. The individuals are all United States citizens.

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

556099 10 9

Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable

Item 4. Ownership

(a) Amount Beneficially Owned:

MPM BioVentures II, L.P.	0
MPM BioVentures II-QP, L.P.	0
MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG	0
MPM Asset Management Investors 2000B LLC	0
MPM BioVentures IV Strategic Fund, L.P.	0
MPM Asset Management II, L.P.	0
MPM Asset Management II LLC	0
MPM BioVentures IV GP LLC	0
MPM BioVentures IV LLC	0
Ansbert Gadicke	5,359(1)(2)
Luke B. Evnin	14,836(1)(3)
Nicholas Galakatos	2,247(1)(4)
Michael Steinmetz	2,042(1)
Kurt Wheeler	1,021(1)
Todd Foley	615(1)
Vaughn Kalian	2,436(1)
James Paul Scopa	1,964(1)
Percent of Class:	

MPM BioVentures II, L.P.	0.0%
MPM BioVentures II-QP, L.P.	0.0%
MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG	0.0%
MPM Asset Management Investors 2000B LLC	0.0%
MPM BioVentures IV Strategic Fund, L.P.	0.0%
MPM Asset Management II, L.P.	0.0%
MPM Asset Management II LLC	0.0%
MPM BioVentures IV GP LLC	0.0%
MPM BioVentures IV LLC	0.0%
Ansbert Gadicke	0.0%
Luke B. Evnin	0.1%
Nicholas Galakatos	0.0%
Michael Steinmetz	0.0%
Kurt Wheeler	0.0%
Todd Foley	0.0%
Vaughn Kalian	0.0%
James Paul Scopa	0.0%

(b) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

MPM BioVentures II, L.P.	0
MPM BioVentures II-QP, L.P.	0
MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG	0
MPM Asset Management Investors 2000B LLC	0
MPM BioVentures IV Strategic Fund, L.P.	0
MPM Asset Management II, L.P.	0
MPM Asset Management II LLC	0
MPM BioVentures IV GP LLC	0
MPM BioVentures IV LLC	0
Ansbert Gadicke	5,359(1)(2)
Luke B. Eynin	14,836(1)(3)
Nicholas Galakatos	2,247(1)(4)
Michael Steinmetz	2,042(1)
Kurt Wheeler	1,021(1)
Todd Foley	615(1)
Vaughn Kalian	2,436(1)
James Paul Scopa	1,964(1)

(ii) Shared power to vote or to direct the vote

MPM BioVentures II, L.P.	0
MPM BioVentures II-QP, L.P.	0
MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG	0
MPM Asset Management Investors 2000B LLC	0
MPM BioVentures IV Strategic Fund, L.P.	0
MPM Asset Management II, L.P.	0
MPM Asset Management II LLC	0
MPM BioVentures IV GP LLC	0
MPM BioVentures IV LLC	0
Ansbert Gadicke	0
Luke B. Eynin	0
Nicholas Galakatos	0
Michael Steinmetz	0
Kurt Wheeler	0
Todd Foley	0
Vaughn Kalian	0
James Paul Scopa	0

(iii) Sole power to dispose or to direct the disposition of

MPM BioVentures II, LP	0
MPM BioVentures II-QP, L.P.	0
MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG	0
MPM Asset Management Investors 2000B LLC	0
MPM BioVentures IV Strategic Fund, L.P.	0
MPM Asset Management II, L.P.	0
MPM Asset Management II LLC	0
MPM BioVentures IV GP LLC	0
MPM BioVentures IV LLC	0
Ansbert Gadicke	5,359(1)(2)
Luke Evnin	14,836(1)(3)
Nicholas Galakatos	2,247(1)(4)
Michael Steinmetz	2,042(1)
Kurt Wheeler	1,021(1)
Todd Foley	615(1)
Vaughn Kalian	2,436(1)
James Paul Scopa	1,964(1)

(iv) Shared power to dispose or to direct the disposition of

MPM BioVentures II, LP	0
MPM BioVentures II-QP, L.P.	0
MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG	0
MPM Asset Management Investors 2000B BVII LLC	0
MPM BioVentures IV Strategic Fund, L.P.	0
MPM Asset Management II, L.P.	0
MPM Asset Management II LLC	0
MPM BioVentures IV GP LLC	0
MPM BioVentures IV LLC	0
Ansbert Gadicke	0
Luke B. Evnin	0
Nicholas Galakatos	0
Michael Steinmetz	0
Kurt Wheeler	0
Todd Foley	0
Vaughn Kalian	0
James Paul Scopa	0

- (1) Shares received in a pro rata distribution by the funds on April 7, 2014 that may have been subsequently sold.
- (2) 1,021 of the shares are held by the Gadicke Revocable Trust, of which the reporting person is trustee.
- (3) 2,752 of the shares are held by The Evnin/Wright 2000 Children's Trust, of which the reporting person is trustee.
- (4) 674 of the shares are held by AAG Peakham LLC, of which the reporting person is a member.

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 five percent of the class of securities, check the following .

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 or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of a Group

Not Applicable

Item 10. Certification

Not Applicable

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.

Dated: February 4, 2015

MPM BIOVENTURES II, L.P.

By: MPM Asset Management II, L.P.,
its General Partner

By: MPM Asset Management II LLC,
its General Partner

By: /s/ Luke Evnin
Name: Luke Evnin
Title: Investment Manager

MPM BIOVENTURES GMBH & CO. PARALLEL-
BETEILIGUNGS KG

By: MPM Asset Management II LP, in its capacity as
the
Special Limited Partner

By: MPM Asset Management II LLC, its General
Partner

By: /s/ Luke Evnin
Name: Luke Evnin
Title: Investment Manager

MPM BIOVENTURES IV STRATEGIC FUND, L.P.

By: MPM BioVentures IV GP LLC,
its General Partner

By: MPM BioVentures IV LLC,
its Managing Member

By: /s/ Luke Evnin
Name: Luke Evnin
Title: Member

MPM ASSET MANAGEMENT II L.P.

MPM BIOVENTURES II-QP, L.P.

By: MPM Asset Management II, L.P.,
its General Partner

By: MPM Asset Management II LLC,
its General Partner

By: /s/ Luke Evnin
Name: Luke Evnin
Title: Investment Manager

MPM ASSET MANAGEMENT INVESTORS 2000B
LLC

By: /s/ Luke Evnin
Name: Luke Evnin

Title: Investment Manager

MPM ASSET MANAGEMENT II LLC

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By: MPM Asset Management II LLC, its General
Partner

By: /s/ Luke Evinin
Name: Luke Evinin
Title: Investment Manager

By: /s/ Luke Evinin
Name: Luke Evinin
Title: Investment Manager

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MPM BIOVENTURES IV GP LLC

By: MPM BioVentures IV LLC,
its Managing Member

By: /s/ Luke Evinin
Name: Luke Evinin
Title: Member

/s/ Ansbert Gadicke
Ansbert Gadicke

/s/ Nicholas Galakatos
Nicholas Galakatos

/s/ Kurt Wheeler
Kurt Wheeler

/s/ James Paul Scopa
James Paul Scopa

MPM BIOVENTURES IV LLC

By: /s/ Luke Evinin
Name: Luke Evinin
Title: Member

/s/ Luke Evinin
Luke Evinin

/s/ Michael Steinmetz
Michael Steinmetz

/s/ Todd Foley
Todd Foley

/s/ Vaughn M. Kailian
Vaughn M. Kailian

EXHIBITS

A: Joint Filing Agreement