

MACROGENICS INC
Form SC 13G
February 13, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Amendment No. __)*

Under the Securities Exchange Act of 1934

MacroGenics, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Titles of Class of Securities)

556099109

(CUSIP Number)

December 31, 2013

(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)

x Rule 13d-1(d)

* The remainder of this cover page shall be filled out of 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 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, as amended (the "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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NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

1

TPG Group Holdings (SBS) Advisors, Inc. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) o

(b) o

3

SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF SHARES

- 0 -

SHARED

VOTING POWER

6

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

2,208,762

SOLE

DISPOSITIVE

POWER

7

- 0 -

SHARED

DISPOSITIVE

POWER

8

2,208,762

9

AGGREGATE AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

2,208,762

10 CHECK BOX IF THE
AGGREGATE AMOUNT
IN ROW (9) EXCLUDES
CERTAIN SHARES
PERCENT OF CLASS
11 REPRESENTED BY
AMOUNT IN ROW 9

8.8% (1)
12 TYPE OF REPORTING
PERSON

CO

(1) Based on a total of 25,188,197 shares of Common Stock (as defined below) of the Issuer (as defined below) outstanding as of December 31, 2013, as reported in Amendment No. 1 to the Issuer's Registration Statement on Form S-1 filed with the Securities and Exchange Commission (the "Commission") on February 10, 2014.

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NAME OF REPORTING
PERSON

1 I.R.S. IDENTIFICATION
NO. OF ABOVE
PERSON (ENTITIES
ONLY)

David Bonderman
CHECK THE
APPROPRIATE BOX IF
A MEMBER OF A
GROUP

2 (a)

(b)

3 SEC USE ONLY
CITIZENSHIP OR
PLACE OF
4 ORGANIZATION

United States
SOLE VOTING
POWER

NUMBER⁵
OF

- 0 -

SHARES⁶

SHARED
VOTING POWER

BENEFICIAALLY² 208,762

OWNED
BY⁷ SOLE
DISPOSITIVE
POWER

EACH - 0 -

REPORTING
PERSON⁸ SHARED
DISPOSITIVE
POWER

WITH:
9 2,208,762
AGGREGATE AMOUNT
BENEFICIAALLY

OWNED BY EACH
REPORTING PERSON

2,208,762

10 CHECK BOX IF THE
AGGREGATE AMOUNT
IN ROW (9) EXCLUDES
CERTAIN SHARES
PERCENT OF CLASS
11 REPRESENTED BY
AMOUNT IN ROW 9

8.8% (2)
12 TYPE OF REPORTING
PERSON

IN

(2) Based on a total of 25,188,197 shares of Common Stock of the Issuer outstanding as of December 31, 2013, as reported in Amendment No. 1 to the Issuer's Registration Statement on Form S-1 filed with the Commission on February 10, 2014.

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NAME OF REPORTING
PERSON

1 I.R.S. IDENTIFICATION
NO. OF ABOVE
PERSON (ENTITIES
ONLY)

James G. Coulter
CHECK THE
APPROPRIATE BOX IF
A MEMBER OF A
GROUP

2 (a)

(b)

3 SEC USE ONLY
CITIZENSHIP OR
PLACE OF
4 ORGANIZATION

United States

5 NUMBER OF
SHARES 6
SOLE VOTING
POWER
- 0 -
SHARED
VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

2,208,762
7
SOLE
DISPOSITIVE
POWER

EACH - 0 -

8
SHARED
DISPOSITIVE
POWER

2,208,762
9
AGGREGATE AMOUNT
BENEFICIALLY

OWNED BY EACH
REPORTING PERSON

2,208,762

10 CHECK BOX IF THE
AGGREGATE AMOUNT
IN ROW (9) EXCLUDES
CERTAIN SHARES
PERCENT OF CLASS
11 REPRESENTED BY
AMOUNT IN ROW 9

8.8% (3)
12 TYPE OF REPORTING
PERSON

IN

(3) Based on a total of 25,188,197 shares of Common Stock of the Issuer outstanding as of December 31, 2013, as reported in Amendment No. 1 to the Issuer's Registration Statement on Form S-1 filed with the Commission on February 10, 2014.

Item 1(a). Name of Issuer:

MacroGenics, Inc. (the "Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices:

9640 Medical Center Drive

Rockville, Maryland 20850

Item 2(a). Name of Person Filing:

This Schedule 13G is being filed jointly by TPG Group Holdings (SBS) Advisors, Inc., a

Delaware corporation ("Group Advisors"), David Bonderman and James G. Coulter (each, a "Reporting Person" and, together, the "Reporting Persons"), pursuant to an Agreement of Joint Filing incorporated by reference herein in accordance with Rule 13d-1(k)(1) under the Act.

Group Advisors is the general partner of TPG Group Holdings (SBS), L.P., a Delaware limited partnership, which is the sole member of TPG Holdings I-A, LLC, a Delaware limited liability company, which is the general partner of TPG Holdings I, L.P., a Delaware limited partnership, which is the sole member of each of TPG Biotechnology GenPar Advisors, LLC, a Delaware limited liability company ("TPG Biotech GenPar Advisors"), and TPG Ventures GenPar Advisors, LLC, a Delaware limited liability company ("TPG Ventures GenPar Advisors"). TPG Biotech GenPar Advisors is the general partner of TPG Biotechnology GenPar, L.P., a Delaware limited partnership, which is the general partner of TPG Biotechnology Partners, L.P., a Delaware limited partnership ("TPG Biotech"), which directly holds 1,877,449 shares of Common Stock of the Issuer (the "TPG Biotech Shares"). TPG Ventures GenPar Advisors is the general partner of TPG Ventures GenPar, L.P., a Delaware limited partnership, which is the general partner of TPG Ventures, L.P., a Delaware limited partnership ("TPG Ventures" and, together with TPG Biotech, the "TPG Funds"), which directly holds 331,313 shares of Common Stock of the Issuer (the "TPG Ventures Shares" and, together with the TPG Biotech Shares, the "Shares"). Because of Group Advisors' relationship to the TPG Funds, Group Advisors may be deemed to beneficially own the Shares.

David Bonderman and James G. Coulter are officers and sole shareholders of Group Advisors, and may therefore be deemed to beneficially own the Shares. Messrs. Bonderman and Coulter disclaim beneficial ownership of the Shares except to the extent of their pecuniary interest therein.

Item 2(b). Address of Principal Business Office or, if none, Residence:

The principal business address of each of the Reporting Persons is as follows:

c/o TPG Global, LLC

301 Commerce Street, Suite 3300

Fort Worth, Texas 76102

Item 2(c). Citizenship:

See response to Item 4 of each of the cover pages.

Item 2(d). Titles of Classes of Securities:

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Common Stock, \$0.01 par value ("Common Stock")

Item 2(e). CUSIP Number:

556099109

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a(n):

(a) Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78o).

(b) Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).

(c) Insurance company as defined in Section 3(a)(19) of the Exchange Act (15 U.S.C. 78c).

(d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).

(e) Investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).

(f) Employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).

(g) Parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).

(h) Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (13 U.S.C. 1813).

(i) Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3).

(j) Non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J).

(k) Group in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership

(a) Amount Beneficially Owned:

See responses to Item 9 on each cover page.

(b) Percent of Class:

See responses to Item 11 on each cover page.

(c) Number of shares as to which such person has:

**Sole power
to vote or to
direct the
vote:**

(i)

See responses
to Item 5 on
each cover
page.

**Shared
power to
vote or to
direct the
vote:**

(ii)

See responses
to Item 6 on
each cover
page.

**Sole power
to dispose or
to direct the
disposition
of:**

(iii)

See responses
to Item 7 on
each cover
page.

**Shared
power to
dispose or to
direct the
disposition
of:**

(iv)

See responses
to Item 8 on
each cover
page.

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.

See response to Item 2(a) above.

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

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

Not Applicable.

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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 13, 2014

TPG Group Holdings (SBS) Advisors, Inc.

By: /s/ Ronald Cami
Name: Ronald Cami
Title: Vice President

David Bonderman

By: /s/ Ronald Cami
Name: Ronald Cami, on behalf of David Bonderman (4)

James G. Coulter

By: /s/ Ronald Cami
Name: Ronald Cami, on behalf of James G. Coulter (5)

(4) Ronald Cami is signing on behalf of Mr. Bonderman pursuant to an authorization and designation letter dated July 1, 2013, which was previously filed with the Securities and Exchange Commission (the "Commission") as an exhibit to a Schedule 13D filed by Mr. Bonderman on August 14, 2013 (SEC File No. 005-83906).

(5) Ronald Cami is signing on behalf of Mr. Coulter pursuant to an authorization and designation letter dated July 1, 2013, which was previously filed with the Commission as an exhibit to a Schedule 13D filed by Mr. Coulter on August 14, 2013 (SEC File No. 005-83906).

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Exhibit Index

Exhibit 1 Agreement of Joint Filing as required by Rule 13d-1(k)(1) under the Act.*

* Incorporated herein by reference to the Agreement of Joint Filing by TPG Advisors II, Inc., TPG Advisors III, Inc., TPG Advisors V, Inc., TPG Advisors VI, Inc., T3 Advisors, Inc., T3 Advisors II, Inc., TPG Group Holdings (SBS) Advisors, Inc., David Bonderman and James G. Coulter, dated as of February 14, 2011, which was previously filed with the Commission as Exhibit 1 to Schedule 13G filed by TPG Group Holdings (SBS) Advisors, Inc., David Bonderman and James G. Coulter on February 14, 2011.

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