

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

	<b>OMB APPROVAL</b>	
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**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).

1 NAME OF REPORTING PERSONS

InterWest Partners VIII, LP

2 I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 (a) " (b) "  
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

NUMBER OF 1,236,219  
SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 1,236,219  
WITH 8 SHARED DISPOSITIVE POWER

9 0  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,236,219

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.5%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSONS

InterWest Investors VIII, LP

2 I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 (a) " (b) "  
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

NUMBER OF 9,962  
SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 9,962  
WITH 8 SHARED DISPOSITIVE POWER

9 0  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,962

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Less than 0.1%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSONS

InterWest Investors Q VIII, LP

2 I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 (a) " (b) "  
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

NUMBER OF 35,435  
SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 35,435  
WITH 8 SHARED DISPOSITIVE POWER

9 0  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,435

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

12 TYPE OF REPORTING PERSON

PN



1 NAME OF REPORTING PERSONS

InterWest Management Partners VIII, LLC (the General Partner of InterWest Partners VIII, LP, InterWest Investors VIII, LP, and InterWest Investors Q VIII, LP)

2 I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 (a) " (b) "  
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

NUMBER OF 1,281,616  
SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 1,281,616  
WITH 8 SHARED DISPOSITIVE POWER

9 0  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,281,616  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

..  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.6%  
12 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSONS

Harvey B. Cash (a Managing Director of InterWest Management Partners VIII)

2 I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 (a) " (b) "  
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF 461  
SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,281,616  
7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 461  
WITH 8 SHARED DISPOSITIVE POWER

9 1,281,616  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,282,077

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.6%

12 TYPE OF REPORTING PERSON

IN

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Harvey B. Cash that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

1 NAME OF REPORTING PERSONS

Philip T. Gianos (a Managing Director of InterWest Management Partners VIII, LLC)

2 I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 (a) " (b) "  
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF 0  
SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,281,616  
7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
WITH 8 SHARED DISPOSITIVE POWER

9 1,281,616  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,281,616

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.6%

12 TYPE OF REPORTING PERSON

**IN**

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Philip T. Gianos that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

1 NAME OF REPORTING PERSONS

W. Stephen Holmes III (a Managing Director of InterWest Management Partners VIII, LLC)

2 I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 (a) " (b) "  
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF 124  
SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,281,616  
7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 124  
WITH 8 SHARED DISPOSITIVE POWER

9 1,281,616  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,281,740

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.6%

12 TYPE OF REPORTING PERSON

IN

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by W. Stephen Holmes III that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.



1 NAME OF REPORTING PERSONS

Gilbert H. Kliman (a Managing Director of InterWest Management Partners VIII, LLC)

2 I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 (a) " (b) "  
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF 541  
SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,281,616  
7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 541  
WITH 8 SHARED DISPOSITIVE POWER

9 1,281,616  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,282,157

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.6%

12 TYPE OF REPORTING PERSON

IN

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Gilbert H. Kliman that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

1 NAME OF REPORTING PERSONS

Arnold L. Oronsky (a Managing Director of InterWest Management Partners VIII, LLC)

2 I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 (a) " (b) "  
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF  
SHARES 687  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,281,616  
7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 687  
WITH 8 SHARED DISPOSITIVE POWER

9 1,281,616  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,282,303

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.6%

12 TYPE OF REPORTING PERSON

IN

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Arnold L. Oronsky that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

**ITEM 1.**

(a) **NAME OF ISSUER** : MacroGenics, Inc.

(b) **ADDRESS OF ISSUER S PRINCIPAL EXECUTIVE OFFICE:**

9640 Medical Center Drive Rockville, MD 20850

**ITEM 2.**

(a) **NAME OF PERSON(S) FILING:**

InterWest Partners VIII, LP ( IWP VIII )

InterWest Investors VIII, LP ( II VIII )

InterWest Investors Q VIII, LP ( IIQ VIII )

InterWest Management Partners VIII, LLC ( IMP VIII )

Harvey B. Cash ( Cash )

Philip T. Gianos ( Gianos )

W. Stephen Holmes III ( Holmes )

Gilbert H. Kliman ( Kliman )

Arnold L. Oronsky ( Oronsky )

(b) **ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:**

2710 Sand Hill Road, Suite 200, Menlo Park, CA 94025

(c) **CITIZENSHIP/PLACE OF ORGANIZATION:**

IWP VIII:	California
II VIII:	California
IIQ VIII:	California
IMP VIII:	California
Cash:	United States
Gianos:	United States
Holmes:	United States

Kliman: United States  
Oronsky: United States

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(d) **TITLE OF CLASS OF SECURITIES:** Common Stock

(e) **CUSIP NUMBER:** 556099 10 9

**ITEM 3. NOT APPLICABLE.**

**ITEM 4. OWNERSHIP.**

	<b>IWP VIII</b>	<b>II VIII</b>	<b>IIQ VIII</b>	<b>IMP VIII (1)</b>
Beneficial Ownership	1,236,219	9,962	35,435	1,281,616
Percentage of Class	4.5%	Less than 0.1%	0.1%	4.6%
Sole Voting Power	1,236,219	9,962	35,435	1,281,616
Shared Voting Power	0	0	0	0
Sole Dispositive Power	1,236,219	9,962	35,435	1,281,616
Shared Dispositive Power	0	0	0	0

	<b>Cash (2)</b>	<b>Gianos (2)</b>	<b>Holmes (2)</b>
Beneficial Ownership	1,282,077	1,281,616	1,281,740
Percentage of Class	4.6%	4.6%	4.6%
Sole Voting Power	461	0	124
Shared Voting Power	1,281,616	1,281,616	1,281,616
Sole Dispositive Power	461	0	124
Shared Dispositive Power	1,281,616	1,281,616	1,281,616

	<b>Kliman (2)</b>	<b>Oronsky (2)</b>
Beneficial Ownership	1,282,157	1,282,303
Percentage of Class	4.6%	4.6%
Sole Voting Power	541	687
Shared Voting Power	1,281,616	1,281,616
Sole Dispositive Power	541	687
Shared Dispositive Power	1,281,616	1,281,616

(1) IMP VIII is the general partner of IWP VIII, II VIII and IIQ VIII.

(2) Cash, Gianos, Holmes, Kliman and Oronsky are Managing Directors of IMP VIII.

**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 x

**ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.**

Under certain circumstances set forth in the limited liability company operating agreement of IMP VIII, the members of such limited liability company have the right to receive dividends from, or the proceeds from the sale of, the common stock of Issuer beneficially owned by such limited liability company.

**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)(iii)(H) of the Act.

**ITEM 9. NOTICE OF DISSOLUTION OF THE GROUP.**

Not applicable.

**ITEM 10. CERTIFICATION.**

Not applicable.

**EXHIBITS**

Joint Filing Statement attached as Exhibit A.



**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 13, 2015

By: /s/ Harvey B. Cash  
Name: Harvey B. Cash

INTERWEST PARTNERS VIII, LP  
By: InterWest Management Partners VIII, LLC

its General Partner

By: /s/ Philip T. Gianos  
Name: Philip T. Gianos

By: /s/ W. Stephen Holmes  
Managing Director

By: /s/ W. Stephen Holmes  
Name: W. Stephen Holmes

INTERWEST INVESTORS VIII, LP  
By: InterWest Management Partners VIII, LLC  
its General Partner

By: /s/ Gilbert H. Kliman  
Name: Gilbert H. Kliman

By: /s/ W. Stephen Holmes  
Managing Director

By: /s/ Arnold L. Oronsky  
Name: Arnold L. Oronsky

INTERWEST INVESTORS Q VIII, LP  
By: InterWest Management Partners VIII, LLC  
its General Partner

By: /s/ W. Stephen Holmes  
Managing Director

INTERWEST MANAGEMENT PARTNERS VIII,  
LLC

By: /s/ W. Stephen Holmes  
Managing Director