

MACROGENICS INC
Form SC 13G
February 14, 2014

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

MACROGENICS, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

556099109

(CUSIP Number)

December 31, 2013

(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).

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CUSIP No. 556099109

- | | | |
|---|---|---|
| (1) | Names of Reporting Persons.
Alta BioPharma Partners III, L.P. | |
| (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
Delaware | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | (5) | Sole Voting Power
1,844,208 (a) |
| | (6) | Shared Voting Power
-0- |
| | (7) | Sole Dispositive Power
1,844,208 (a) |
| | (8) | Shared Dispositive Power
-0- |
| (9) | Aggregate Amount Beneficially Owned by Each Reporting Person
1,844,208(a) | |
| (10) | Check if the Aggregate Amount in Row (9) Excludes Certain Shares | |
| (11) | Percent of Class Represented by Amount in Row (9)
7.37% (b) | |
| (12) | Type of Reporting Person
PN | |

(a) Alta BioPharma Partners III, L.P. (ABPIII) has sole voting and dispositive control over 1,844,208 shares of common stock (Common Stock) of MacroGenics, Inc. (the Issuer), except that Alta BioPharma Management III, LLC (ABMIII), the general partner of ABPIII, and Farah Champs (Champs), and Edward Hurwitz (Hurwitz), and Edward Penhoet (Penhoet), directors of ABMIII, may be deemed to share the right to direct the voting and dispositive control over such stock. Additional information about ABPIII is set forth in Attachment A hereto.

(b) The percentage set forth in row (11) is based on an aggregate of 25,020,288 shares of Common Stock outstanding as of October 31, 2013 as reported in the Issuer's 10-Q filing for the quarter ended September 30, 2013.

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CUSIP No. 556099109

- | | | |
|---|---|---------------------------------------|
| (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) <input type="radio"/>
(b) <input checked="" type="radio"/> | |
| (3) | SEC Use Only | |
| (4) | Citizenship or Place of Organization
Germany | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | (5) | Sole Voting Power
123,854 (c) |
| | (6) | Shared Voting Power
-0- |
| | (7) | Sole Dispositive Power
123,854 (c) |
| | (8) | Shared Dispositive Power
-0- |
| (9) | Aggregate Amount Beneficially Owned by Each Reporting Person
123,854 (c) | |
| (10) | Check if the Aggregate Amount in Row (9) Excludes Certain Shares | |
| (11) | Percent of Class Represented by Amount in Row (9)
0.50% (b) | |
| (12) | Type of Reporting Person
PN | |

(c) Alta BioPharma Partners III GmbH & Co. Beteiligungs KG (ABPIIIKG) has sole voting and dispositive control over 123,854 shares of Common Stock, except that ABMIII, the managing limited partner of ABPIIIKG, Champsi, Penhoet, and Hurwitz, directors of ABMPIII, may be deemed to share the right to direct the voting and dispositive control over such stock. Additional information about ABPIIIKG is set forth in Attachment A hereto.

CUSIP No. 556099109

- (1) Names of Reporting Persons.
Alta BioPharma Management III, LLC
- (2) Check the Appropriate Box if a Member of a Group
(a) o
(b) x
- (3) SEC Use Only
- (4) Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|---|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | (5) | Sole Voting Power
-0- |
| | (6) | Shared Voting Power
1,968,062 (d) |
| | (7) | Sole Dispositive Power
-0- |
| | (8) | Shared Dispositive Power
1,968,062 (d) |
- (9) Aggregate Amount Beneficially Owned by Each Reporting Person
1,968,062 (d)
- (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
- (11) Percent of Class Represented by Amount in Row (9)
7.87%(b)
- (12) Type of Reporting Person
OO

(d) ABMIII shares voting and dispositive power over the 1,844,208 shares of Common Stock beneficially owned by ABPIII and the 123,854 shares of Common Stock beneficially owned by ABPIIIKG. Additional information about ABMIII is set forth in Attachment A hereto.

CUSIP No. 556099109

- (1) Names of Reporting Persons.
Alta Embarcadero BioPharma Partners III, LLC
- (2) Check the Appropriate Box if a Member of a Group
(a) o
(b) x
- (3) SEC Use Only
- (4) Citizenship or Place of Organization
California
- | | | |
|---|-----|--------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | (5) | Sole Voting Power
45,447 (e) |
| | (6) | Shared Voting Power
-0- |
| | (7) | Sole Dispositive Power
45,447 (e) |
| | (8) | Shared Dispositive Power
-0- |
- (9) Aggregate Amount Beneficially Owned by Each Reporting Person
45,447 (e)
- (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
- (11) Percent of Class Represented by Amount in Row (9)
0.18% (b)
- (12) Type of Reporting Person
OO

(e) Alta Embarcadero BioPharma Partners III, LLC (AEBPIII) has sole voting and dispositive control over 45,447 shares of Common Stock, except that Champsi, Penhoet, and Hurwitz, managing directors of AEBPIII, may be deemed to share the right to direct the voting and dispositive control over such stock. Additional information about AEBPIII is set forth in Attachment A hereto.

CUSIP No. 556099109

- | | | |
|---|---|---|
| (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
Shares
Beneficially
Owned by
Each
Reporting
Person With | (5) | Sole Voting Power
-0- |
| | (6) | Shared Voting Power
2,013,509 (h) |
| | (7) | Sole Dispositive Power
-0- |
| | (8) | Shared Dispositive Power
2,013,509 (h) |
| (9) | Aggregate Amount Beneficially Owned by Each Reporting Person
2,013,509 (h) | |
| (10) | Check if the Aggregate Amount in Row (9) Excludes Certain Shares | |
| (11) | Percent of Class Represented by Amount in Row (9)
8.05% (b) | |
| (12) | Type of Reporting Person
IN | |

(h) Champs shares voting and dispositive control over the 1,844,208 shares of common stock beneficially owned by ABPIII, the 123,854 shares of Common Stock beneficially owned by ABPIIIKG, and the 45,447 shares of Common Stock beneficially owned by AEBPIII. Additional information about Champs is set forth in Attachment A hereto.

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CUSIP No. 556099109

- (1) Names of Reporting Persons.
Edward Penhoet
- (2) Check the Appropriate Box if a Member of a Group
(a) o
(b) x
- (3) SEC Use Only
- (4) Citizenship or Place of Organization
United States
- | | | |
|---|-----|---|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | (5) | Sole Voting Power
-0- |
| | (6) | Shared Voting Power
2,013,509 (i) |
| | (7) | Sole Dispositive Power
-0- |
| | (8) | Shared Dispositive Power
2,013,509 (i) |
- (9) Aggregate Amount Beneficially Owned by Each Reporting Person
2,013,509 (i)
- (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
- (11) Percent of Class Represented by Amount in Row (9)
8.05% (b)
- (12) Type of Reporting Person
IN

(i) Penhoet shares voting and dispositive control over the 1,844,208 shares of common stock beneficially owned by ABPIII, the 123,854 shares of Common Stock beneficially owned by ABPIIIKG, and the 45,447 shares of Common Stock beneficially owned by AEBPIII. Additional information about Penhoet is set forth in Attachment A hereto.

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CUSIP No. 556099109

- (1) Names of Reporting Persons.
Edward Hurwitz
- (2) Check the Appropriate Box if a Member of a Group
(a) o
(b) x
- (3) SEC Use Only
- (4) Citizenship or Place of Organization
United States
- | | | |
|---|-----|---|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | (5) | Sole Voting Power
-0- |
| | (6) | Shared Voting Power
2,013,509 (j) |
| | (7) | Sole Dispositive Power
-0- |
| | (8) | Shared Dispositive Power
2,013,509 (j) |
- (9) Aggregate Amount Beneficially Owned by Each Reporting Person
2,013,509 (j)
- (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
- (11) Percent of Class Represented by Amount in Row (9)
8.05% (b)
- (12) Type of Reporting Person
IN

(j) Hurwitz shares voting and dispositive control over the 1,844,208 shares of common stock beneficially owned by ABPIII, the 123,854 shares of Common Stock beneficially owned by ABPIIIKG, and the 45,447 shares of Common Stock beneficially owned by AEBPIII. Additional information about Hurwitz is set forth in Attachment A hereto.

CUSIP No. 556099109

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)

Edward Hurwitz (EH)

(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
	EH	United States

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 556099109

Item 3. Not applicable.

CUSIP No. 556099109

Item 4 **Ownership.**

Please see Attachment A

		ABPIII	ABMIII	ABPIIIKG	AEBPIII
(a)	Beneficial Ownership	1,844,208	1,968,062	123,854	45,447
(b)	Percentage of Class	7.37%	7.87%	0.50%	0.18%
(c)	Sole Voting Power	1,844,208	-0-	123,854	45,447
	Shared Voting Power	-0-	1,968,062	-0-	-0-
	Sole Dispositive Power	1,844,208	-0-	123,854	45,447
	Shared Dispositive Power	-0-	1,968,062	-0-	-0-

		FC	EP	EH
(a)	Beneficial Ownership	2,013,509	2,013,509	2,013,509
(b)	Percentage of Class	8.05%	8.05%	8.05%
(c)	Sole Voting Power	-0-	-0-	-0-
	Shared Voting Power	2,013,509	2,013,509	2,013,509
	Sole Dispositive Power	-0-	-0-	-0-
	Shared Dispositive Power	2,013,509	2,013,509	2,013,509

CUSIP No. 556099109

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 o.

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)(H) of the Act.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

EXHIBITS

A: Joint Filing Statement

CUSIP No. 556099109

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 14, 2014

ALTA BIOPHARMA PARTNERS III, L.P.

By: Alta BioPharma Management III, LLC

By: /s/ Farah Champs
Farah Champs, Director

ALTA BIOPHARMA MANAGEMENT III, LLC

By: /s/ Farah Champs
Farah Champs, Director

ALTA EMBARCADERO BIOPHARMA PARTNERS III, LLC

By: /s/ Farah Champs
Farah Champs, Manager

/s/ Farah Champs
Farah Champs

/s/ Edward Penhoet
Edward Penhoet

**ALTA BIOPHARMA PARTNERS III GMBH & CO.
BETEILIGUNGS KG**

By: Alta BioPharma Management III, LLC

/s/ Farah Champs
Farah Champs, Director

/s/ Edward Hurwitz
Edward Hurwitz

CUSIP No. 556099109

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 14, 2014

ALTA BIOPHARMA PARTNERS III, L.P.

By: Alta BioPharma Management III, LLC

By: /s/ Farah Champs
Farah Champs, Director

ALTA BIOPHARMA MANAGEMENT III, LLC

By: /s/ Farah Champs
Farah Champs, Director

ALTA EMBARCADERO BIOPHARMA PARTNERS III, LLC

By: /s/ Farah Champs
Farah Champs, Manager

/s/ Farah Champs
Farah Champs

/s/ Edward Penhoet
Edward Penhoet

**ALTA BIOPHARMA PARTNERS III GMBH & CO.
BETEILIGUNGS KG**

By: Alta BioPharma Management III, LLC

/s/ Farah Champs
Farah Champs, Director

/s/ Edward Hurwitz
Edward Hurwitz

CUSIP No. 556099109

Attachment A

Alta BioPharma Partners III, L.P. beneficially owns 1,844,208 shares of Common Stock and exercises sole voting and dispositive control over such shares, except to the extent set forth below.

Alta BioPharma Partners III GmbH & Co. Beteiligungs KG beneficially owns 123,854 shares of Common Stock and exercises sole voting and dispositive control over such shares, except to the extent set forth below.

Alta Embarcadero BioPharma Partners III, LLC beneficially owns 45,447 shares Common Stock and exercises sole voting and dispositive control over such shares, except to the extent set forth below.

Alta BioPharma Management III, LLC is the general partner of Alta BioPharma Partners III, L.P. and the managing limited partner of Alta BioPharma Partners III GmbH & Co. Beteiligungs KG and may be deemed to share the right to direct the voting and dispositive control over the shares held by such fund.

Ms. Farah Champsy is a director of Alta BioPharma Management III, LLC, and a manager of Alta Embarcadero BioPharma Partners III, LLC. She may be deemed to share the right to direct the voting and dispositive control over the shares held by such funds.

Mr. Edward Hurwitz is a director of Alta BioPharma Management III, LLC, and a manager of Alta Embarcadero BioPharma Partners III, LLC. He may be deemed to share the right to direct the voting and dispositive control over the shares held by such funds.

Mr. Edward Penhoet is a director of Alta BioPharma Management III, LLC, and a manager of Alta Embarcadero BioPharma Partners III, LLC. He may be deemed to share the right to direct the voting and dispositive control over the shares held by such funds.