HEDRICK W SCOTT
Form 3
October 09, 2013

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â INTERWEST PARTNERS VIII LP

(Last) (First) (Middle)

2710 SAND HILL RD,Â SUITE 200

(Street)

MENLO PARK,Â CAÂ 94025

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
10/09/2013

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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

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

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of			

				Shares		or Indirect (I) (Instr. 5)	
Series A-1 Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	12,001,000	$ (1)	I	See Footnote (2)
Series B Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	10,131,856	$ (3)	I	See Footnote (4)
Series C Convertible Preferred Stock	Â (5)	Â (5)	Common Stock	5,547,611	$ (5)	I	See Footnote (6)
Series D-2 Convertible Preferred Stock	Â (5)	Â (5)	Common Stock	613,402	$ (5)	I	See Footnote (7)
Series D-2 Convertible Preferred Stock Warrants	Â (8)	Â (9)	Common Stock	46,005	$ (5)	I	See Footnote (10)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
INTERWEST PARTNERS VIII LP 2710 SAND HILL RD SUITE 200 MENLO PARK,Â CAÂ 94025	Â	Â X	Â	Â
InterWest Management Partners VIII, LLC 2710 SAND HILL RD SUITE 200 MENLO PARK,Â CAÂ 94025	Â	Â X	Â	Â
INTERWEST INVESTORS VIII L P 2710 SAND HILL RD SUITE 200 MENLO PARK,Â CAÂ 94025	Â	Â X	Â	Â
INTERWEST INVESTORS Q VIII LP 2710 SAND HILL RD SUITE 200 MENLO PARK,Â CAÂ 94025	Â	Â X	Â	Â
CASH HARVEY B 2710 SAND HILL RD SUITE 200 MENLO PARK,Â CAÂ 94025	Â	Â X	Â	Â
GIANOS PHILIP T 2710 SAND HILL RD SUITE 200 MENLO PARK,Â CAÂ 94025	Â	Â X	Â	Â
Kliman Gilbert H 2710 SAND HILL RD	Â	Â X	Â	Â

SUITE 200 MENLO PARK,Â CAÂ 94025					
HEDRICK W SCOTT 2710 SAND HILL RD SUITE 200 MENLO PARK,Â CAÂ 94025	Â	Â	X	Â	Â
Holmes W Stephen 2710 SAND HILL RD SUITE 200 MENLO PARK,Â CAÂ 94025	Â	Â	X	Â	Â

Signatures

/s/ W. Stephen Holmes, Managing Director	10/09/2013
**Signature of Reporting Person	Date
/s/ W. Stephen Holmes, Managing Director	10/09/2013
**Signature of Reporting Person	Date
/s/ W. Stephen Holmes, Managing Director	10/09/2013
**Signature of Reporting Person	Date
/s/ W. Stephen Holmes, Managing Director	10/09/2013
**Signature of Reporting Person	Date
/s/ Harvey B. Cash by Karen A. Wilson Power of Attorney	10/09/2013
**Signature of Reporting Person	Date
/s/ Philip T. Gianos by Karen A. Wilson Power of Attorney	10/09/2013
**Signature of Reporting Person	Date
/s/ Gilbert H. Kliman by Karen A. Wilson Power of Attorney	10/09/2013
**Signature of Reporting Person	Date
/s/ W. Scott Hedrick by Karen A. Wilson Power of Attorney	10/09/2013
**Signature of Reporting Person	Date
/s/ W. Stephen Holmes By Karen A. Wilson Power of Attorney	10/09/2013
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) Each share of Series A-1 Convertible Preferred Stock is convertible into 0.0802 of a share of Common Stock without payment of further consideraton and will automatically convert into 0.0802 of a share of Common Stock upon closing of the Issuer's initial public offering without payment of futher consideration. The shares have no expiration date.

(2) These securities are held as follows: 11,575,052 by InterWest Partners VIII, LP ("IW8"), 93,748 by InterWest Investors VIII, LP ("II8") and 332,200 by InterWest Investors Q VIII, LP ("IIQ8") (collectively, the "InterWest Funds"). InterWest Management Partners VIII,

LLC ("IMP8") is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Scott Hedrick, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.

(3) Each share of Series B Convertible Preferred Stock is convertible into 0.0607 of a share of Common Stock without payment of further consideraton and will automatically convert into 0.0607 of a share of Common Stock upon closing of the Issuer's initial public offering without payment of futher consideration. The shares have no expiration date.

(4) These securities are held as follows: 9,774,202 by IW8, 78,015 by II8 and 279,639 by IIQ8. IMP8 is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Scott Hedrick, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.

(5) Each share of Series C Convertible Preferred Stock and each share of Series D-2 Convertible Preferred Stock is convertible into 0.0533 of a share of Common Stock without payment of further consideraton and will automatically convert into 0.0533 of a share of Common Stock upon closing of the Issuer's initial public offering without payment of futher consideration. The shares have no expiration date.

(6) These securities are held as follows: 5,351,780 by IW8, 42,717 by II8 and 153,114 by IIQ8. IMP8 is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Scott Hedrick, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.

(7) These securities are held as follows: 591,749 by IW8, 4,723 by II8 and 16,930 by IIQ8. IMP8 is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Scott Hedrick, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.

(8) Immediately.

(9) The warrants will expire upon the closing of the initial public offering.

(10) These securities are held as follows: 44,381 by IW8, 354 by II8 and 1,270 by IIQ8. IMP8 is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Scott Hedrick, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.

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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