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)

x Rule 13d-1(d)

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).

^{*} 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.

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1.	1. Name of Reporting Persons				
2.	MPM BioVentures II, L.P. 2. Check the Appropriate Box if a Member of a Group (See Instructions)				
3.	(a) " SEC US				
4.	Citizens	ship	or Place of Organization		
Delaware 5. Sole Voting Power			Sole Voting Power		
Num	ber of				
Shares Beneficially		6.	0 Shared Voting Power		
	•				
	ned by ach	7.	0 Sole Dispositive Power		
Rep	orting				
Person		8.	0 Shared Dispositive Power		
W	ith:				
9. Aggre		ate A	0 Amount Beneficially Owned by Each Reporting Person		
10.	0 Check i	f the	Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		

11.	Percent of Class Represented by Amount in Row (9)
12.	0.0% Type of Reporting Person (See Instructions)
	PN

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1. Name of Ro		f Re	porting Persons
2.			entures II-QP, L.P. Appropriate Box if a Member of a Group (See Instructions)
(a) " (b) x 3. SEC USE ONLY			
4.	Citizens	ship	or Place of Organization
Delaware 5. Sole Voting Power			Sole Voting Power
Nun	nber of		
Shares		6.	0 Shared Voting Power
	ficially		
	ned by ach	7.	0 Sole Dispositive Power
Rep	orting		
Pe	rson	8.	0 Shared Dispositive Power
W	ith:		
9.	Aggreg	ate A	0 Amount Beneficially Owned by Each Reporting Person
10.	0 Check i	f 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)
	Type of responding reason (see monetonic)
	PN

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1.	Name of	of Reporti	ing Persons
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- MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG
- Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a) " (b) x
- SEC USE ONLY 3.
- Citizenship or Place of Organization
 - Germany
 - Sole Voting Power

Number of

Shares

6. Shared Voting Power

Beneficially

Owned by 0

Each

7. Sole Dispositive Power

Reporting

Person

8. Shared Dispositive Power

With:

Aggregate Amount Beneficially Owned by Each Reporting Person

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

11.	Percent of Class Represented by Amount in Row (9)
12.	0.0% Type of Reporting Person (See Instructions)
	PN

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1.	Name of	of Reporti	ing Persons
----	---------	------------	-------------

MPM Asset Management Investors 2000B LLC

- Check the Appropriate Box if a Member of a Group (See Instructions) 2.
 - (a) " (b) x SEC USE ONLY
- Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

3.

Shares

6. Shared Voting Power

Beneficially

Owned by 0

7. Sole Dispositive Power

Reporting

Each

Person 8. Shared Dispositive Power

With:

Aggregate Amount Beneficially Owned by Each Reporting Person

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

11.	Percent of Class Represented by Amount in Row (9)
12.	0.0% Type of Reporting Person (See Instructions)
	00

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1.	Name o	of Re	porting Persons		
2.	MPM BioVentures IV Strategic Fund, L.P. Check the Appropriate Box if a Member of a Group (See Instructions)				
3.	(a) " SEC US				
4.	Citizenship or Place of Organization				
	Delawa		Sole Voting Power		
Num	nber of				
Sh	ares	6.	0 Shared Voting Power		
Bene	ficially				
Owr	ned by		0		

Reporting

Each

Person

8. Shared Dispositive Power

7. Sole Dispositive Power

With:

Aggregate Amount Beneficially Owned by Each Reporting Person

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

11.	Percent of Class Represented by Amount in Row (9)						
12.	0.0% Type of Reporting Person (See Instructions)						
	00						

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10.

1.	Name o	f Re	porting Persons
2.			Management II, L.P. appropriate Box if a Member of a Group (See Instructions)
3.	(a) " SEC US		
4.	Citizens	ship	or Place of Organization
	Delawa	re 5.	Sole Voting Power
Num	ber of		
	ares	6.	0 Shared Voting Power
Bene	ficially		
Owr	ned by		0
Е	ach	7.	Sole Dispositive Power
Rep	orting		
Pe	rson	8.	0 Shared Dispositive Power
W	ith:	·.	2
9.	Aggrega	ate A	0 Amount Beneficially Owned by Each Reporting Person

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

	"
11.	Percent of Class Represented by Amount in Row (9)
12.	0.0% Type of Reporting Person (See Instructions)
	PN

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	1.	lame of Reporting Persons
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MPM Asset Management II LLC

- 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a) " (b) x SEC USE ONLY
- 4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

3.

Shares

6. Shared Voting Power

Beneficially

Owned by 0

7. Sole Dispositive Power

Reporting

Each

Person

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)
12.	0.0% Type of Reporting Person (See Instructions)
	00

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1.	Name of Reporting Persons
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MPM BioVentures IV GP LLC

- 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a) " (b) x SEC USE ONLY
- 4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

3.

Shares

6. Shared Voting Power

Beneficially

Owned by 0

Each 7. Sole Dispositive Power

Reporting

Person

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

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

11.	Percent of Class Represented by Amount in Row (9)
12.	0.0% Type of Reporting Person (See Instructions)
	00

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MPM BioVentures IV LLC

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

(a) " (b) x SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

3.

Shares

6. Shared Voting Power

Beneficially

Owned by 0

7. Sole Dispositive Power

Reporting

Each

Person

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)
12.	0.0% Type of Reporting Person (See Instructions)
	00

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1.	Name	of Re	porting	Persons
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Ansbert Gadicke

- 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a) " (b) x SEC USE ONLY
- 4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number of

3.

5,359*

Shares 6. Shared Voting Power

Beneficially

Owned by 0

7. Sole Dispositive Power

Reporting

Each

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)
12.	0.0% 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.

1.	Name of Reporting Persons			
2.	Luke Evnin Check the Appropriate Box if a Member of a Group (See Instructions)			
3.	(a) " (b) x SEC USE ONLY			
4.	Citizenship or Place of Organization			
Sh	United States aber of 5. ares ficially			
	ned by			
	ach 			
	orting			
Person				
W	With:			