



DIVISION OF  
CORPORATION FINANCE

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

December 30, 2019

Scott Koenig, M.D., Ph.D.  
President and Chief Executive Officer  
Macrogenics, Inc.  
9704 Medical Center Drive  
Rockville, MD 20850

**Re: Macrogenics, Inc.**  
**Registration Statement on Form S-3**  
**Filed December 23, 2019**  
**File No. 333-235691**

Dear Dr. Koenig:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Jeffrey Gabor at 202-551-2544 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Life Sciences

cc: Eric W. Blanchard, Esq.