



DIVISION OF  
CORPORATION FINANCE

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

June 11, 2020

David J. Woodhouse  
Chief Executive Officer  
NGM Biopharmaceuticals, Inc.  
101 California Street, 5th Floor  
San Francisco, California 94111

**Re: NGM Biopharmaceuticals, Inc.**  
**Registration Statement on Form S-3**  
**Filed June 5, 2020**  
**File No. 333-238991**

Dear Dr. Woodhouse:

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 Courtney Lindsay at (202) 5517237 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Life Sciences