

FORM D

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

1125345

Table with OMB Approval, OMB Number 3235-0076, Expires May 31, 2005, Estimated average burden hours per response 16.00



FORM D

PROCESSED

JUN 12 2006

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

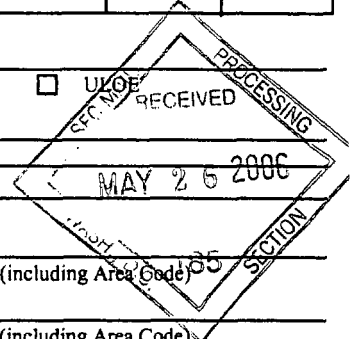
THOMSON FINANCIAL

Table with SEC USE ONLY, Prefix, Serial, DATE RECEIVED

Name of Offering () check if this is an amendment and name has changed, and indicate change.) Series C Convertible Preferred Stock Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE Type of Filing: X New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer Name of Issuer () check if this is an amendment and name has changed, and indicate change.) MacroGenics, Inc. Address of Executive Offices (Number and Street, City, State, Zip Code) 1500 East Gude Drive Rockville, MD 20850 Telephone Number (including Area Code) 301-251-5172



Brief Description of Business Development and improvement of therapeutic antibodies and vaccines to treat cancer, autoimmune and infectious diseases.

Type of Business Organization X corporation limited partnership, already formed other (please specify): business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month 0 8 Year 0 0 X Actual Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State; CN for Canada; FN for other foreign jurisdiction) D E

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6). When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

ATTENTION Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Koenig, Scott

Business or Residence Address (Number and Street, City, State, Zip Code)

1500 East Gude Drive Rockville, MD 20850

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Nelson Campbell

Business or Residence Address (Number and Street, City, State, Zip Code)

1500 East Gude Drive Rockville, MD 20850

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Richman, Michael

Business or Residence Address (Number and Street, City, State, Zip Code)

1500 East Gude Drive Rockville, MD 20850

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Steinmetz, Michael

Business or Residence Address (Number and Street, City, State, Zip Code)

Clarus Ventures, One Memorial Drive; Suite 1230, Cambridge, MA 02142

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Oronsky, Arnold

Business or Residence Address (Number and Street, City, State, Zip Code)

InterWest Partners, 2710 Sand Hill Road, 2nd Floor Menlo Park, CA 94025

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Ravetch, Jeffrey

Business or Residence Address (Number and Street, City, State, Zip Code)

Rockefeller University, 1230 York Avenue New York, New York 10021

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Duyk, Geoff

Business or Residence Address (Number and Street, City, State, Zip Code)

TPG Ventures, L.P. 2882 Sand Hill Road, Suite 106 Menlo Park, CA 94025

(Use blank sheet or copy and use additional copies of this sheet, as necessary)

A. BASIC IDENTIFICATION DATA

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Hurwitz, Ed

Business or Residence Address (Number and Street, City, State, Zip Code)

Alta Partners, One Embarcadero Center, Suite 4050, San Francisco, CA 94111

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Maha Katabi

Business or Residence Address (Number and Street, City, State, Zip Code)

1066 West Hastings Street, Suite 2500, Vancouver, B.C., Canada V6J2W6

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

InterWest Partners VIII, LP and Affiliates

Business or Residence Address (Number and Street, City, State, Zip Code)

2710 Sand Hill Road, Second Floor Menlo Park CA 94025

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

MPM BioVentures II-QP, L.P. and affiliates

Business or Residence Address (Number and Street, City, State, Zip Code)

200 Clarendin Street, Boston, MA 02116

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Alta BioPharma Partners III, L.P. and Affiliates

Business or Residence Address (Number and Street, City, State, Zip Code)

One Embarcadero Center, Suite 4050 San Francisco, CA 94111

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

TPG Biotechnology Partners, L.P. and Affiliates

Business or Residence Address (Number and Street, City, State, Zip Code)

2882 Sand Hill Road, Suite 106 Menlo Park, CA 94025

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Genzyme Corporation

Business or Residence Address (Number and Street, City, State, Zip Code)

500 Kendall Street Cambridge, MA 02142

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Audax Private Equity Fund, L.P. and Affiliates

Business or Residence Address (Number and Street, City, State, Zip Code)

101 Huntington Avenue Boston, MA 02199

(Use blank sheet or copy and use additional copies of this sheet, as necessary)

A. BASIC IDENTIFICATION DATA

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

STARTech Seed Fund II, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

P.O. Box 832047 Richardson, TX 75083

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

OrbiMed Capital LLC and affiliates

Business or Residence Address (Number and Street, City, State, Zip Code)

767 Third Avenue, 30th Floor New York, New York 10017

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Mithra Ventures, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

101 Huntington Ave 25th Floor Boston, MA 02199

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Red Abbey Venture Partners (QP), LP and Affiliates

Business or Residence Address (Number and Street, City, State, Zip Code)

2330 West Joppa Road, Suite 330 Baltimore, MD 21093

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

ETP/FBR Venture Capital II, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

1901 Research Blvd., Suite 350 Rockville, MD 20850

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Institute for Systems Biology

Business or Residence Address (Number and Street, City, State, Zip Code)

1441 North 34th Street Seattle, WA 98103

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Biotechnology Development Fund II, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

575 High Street, Suite 201 Palo Alto, CA 94301

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Ventures West 8 Management Ltd. and Affiliates

Business or Residence Address (Number and Street, City, State, Zip Code)

1066 West Hastings Street, Suite 2500, Vancouver, B.C., Canada V6J2W6

(Use blank sheet or copy and use additional copies of this sheet, as necessary)

A. BASIC IDENTIFICATION DATA

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Caisse de dépôt et placement du Québec

Business or Residence Address (Number and Street, City, State, Zip Code)

1000 Place Jean-Paul-Riopelle, Montreal, Québec, Canada H2Z 2B3

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

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Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet or copy and use additional copies of this sheet, as necessary)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
 Answer also in Appendix, Column 2, if filing under ULOE.

What is the minimum investment that will be accepted from any individual? \$ n/a
Yes No

2. Does the offering permit joint ownership of a single unit?
3. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. n/a

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States) All States

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[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[MA]	[MD]	[ME]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet or copy and use additional copies of this sheet, as necessary)


C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box <input type="checkbox"/> and indicate in the column below the amounts of the securities offered for exchange and already exchanged.			
Type of Security	Aggregate Offering Price		Amount Already Sold
Debt.....	\$	n/a	\$ n/a
Equity.....	\$	27,000,000	\$ 27,000,000
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred			
Convertible Securities (including warrants).....	\$		\$
Partnership Interests.....	\$		\$
Other (Specify _____).....	\$		\$
Total	\$	27,000,000	\$ 27,000,000
Answer also in Appendix, Column 3, if filing under ULOE			
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			
		Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....		21	\$ 27,000,000
Non-accredited Investors.....		0	\$ 0
Total (for filings under Rule 504 only)		0	\$ 0
Answer also in Appendix, Column 3, if filing under ULOE			
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.			
Type of offering	Type of Security		Dollar Amount Sold
Rule 505.....			\$
Regulation A.....			\$
Rule 504.....			\$
Total		n/a	\$ n/a
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
Transfer Agent's Fee.....	<input type="checkbox"/>	\$	0
Printing and Engraving Costs.....	<input type="checkbox"/>	\$	0
Legal Fees.....	<input checked="" type="checkbox"/>	\$	85,000
Accounting Fees.....	<input type="checkbox"/>	\$	0
Engineering Fees.....	<input type="checkbox"/>	\$	0
Sales Commissions (Specify finder's fees separately).....	<input type="checkbox"/>	\$	0
Other Expenses (identify).....	<input type="checkbox"/>	\$	0
Total	<input checked="" type="checkbox"/>	\$	85,000

b. Enter the difference between the aggregate offering price given in response to Part C-Question 1 and total expenses furnished in response to Part C-Question 4.a. This difference is the "adjusted gross proceeds to the issuer."					\$26,915,000
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C-Question 4.b. above.					
		Payments to Officers, Directors, & Affiliates		Payments to Others	
Salaries and fees	<input type="checkbox"/>	\$		<input type="checkbox"/>	\$
Purchase of real estate	<input type="checkbox"/>	\$		<input type="checkbox"/>	\$
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/>	\$		<input type="checkbox"/>	\$
Construction or leasing of plant buildings and facilities	<input type="checkbox"/>	\$		<input type="checkbox"/>	\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/>	\$		<input type="checkbox"/>	\$
Repayment of indebtedness	<input type="checkbox"/>	\$		<input type="checkbox"/>	\$
Working capital	<input type="checkbox"/>	\$		<input checked="" type="checkbox"/>	\$ 26,915,000
Other (specify)	<input type="checkbox"/>	\$		<input type="checkbox"/>	\$
.....	<input type="checkbox"/>	\$		<input type="checkbox"/>	\$
Column Totals	<input type="checkbox"/>			<input type="checkbox"/>	\$
Total Payments Listed (column totals added)				<input checked="" type="checkbox"/>	\$ 26,915,000

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) MacroGenics, Inc.	Signature 	Date 5/23/06
Name of Signer (Print or Type) Nelson Campbell	Title of Signer (Print or Type) Senior Vice President & Chief Financial Officer	

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)