Rule 144

Seller's Representation Letter (Affiliate)

10b5-1 Trading Plan

Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004

To whom it may concern:

In connection with my order to sell _____ shares of _____ (the "Company") in the manner permitted by Rule 144 promulgated under the Securities Act of 1933, as amended (the "Act"), I advise you, as registered broker-dealer acting on my behalf, as follows:

1. I obtained the above-referenced securities (the "Securities") in the following manner:

_____

_____

(date acquired, number of shares, and from or through whom acquired)

2. The following information reflects all sales made during the preceding three months for my account and for accounts of others whose sales must be aggregated with mine under Rule 144 of the Act:

	Date	# of Shares
(a) Myself:		
(b) My spouse, children and any other relative that shares the same residence as me:	_____	
(c) Trusts or estates in which any person in (a) or (b) above are trustees, executors or have a 10% or more beneficial interest:	_____	_____
(d) Corporation, limited liability company, partnership or other entity in which persons in (a) or (b) above collectively own 10% or more of beneficial interest:	_____	_____
(e) Anyone acting in concert with any of the above (a), (b), (c) or (d):	_____	_____
(f) All other accounts whose sales must be aggregated, including donees, pledges, trusts and others:	_____	_____

3 The number of Securities to be sold, together with the aggregate number of securities stated in Section 2 above, does not exceed the greater of:

(a) 1% of the Company's total shares of the same class (i.e. common stock) outstanding; or

(b) The average weekly reported trading volume during the four calendar weeks preceding the filing of the Form 144, or if no such notice is required, the date of receipt of the order to execute the transaction.

4. I have not made any payments to any other person in connection with your execution

of my above-mentioned order, and I will not do so; nor have I solicited or arranged for the solicitation of any orders to buy in anticipation of or in connection with the proposed sale of Securities.

5. I have no buy or sell orders open in any security of the Company with any other

broker or bank and will not place any buy or sell orders pending completion of this
order.

6. I have been the owner of the Securities, and have fully paid for same, as of _____.

(date)

7. Oppenheimer & Co Inc. will file the Form 144.

8. The Company is current in its filings pursuant to Rule 144(c) of the Act. The source of such information is _____.

(Company or Company Counsel)

9. I am an officer, director or holder of 10% or more of the outstanding equity securities of the Company and I, alone or together with any other person, exercise control over the Company.

10. At the time of adoption of my 10b5-1 trading plan I was not in possession of any material non-public information about the company.

11. To the best of my knowledge, the Company is not, and has not been at any time within the 12 month period preceding the date hereof, a shell issuer as described in Rule 144(i)(1) of the Act.

12. I shall indemnify and hold you harmless from and against any liability, loss or expense (including, without limitation, reasonable attorneys' and other fees) incurred or suffered by you arising out of the sale and transfer of these Securities.

Very truly yours,

_____
(Signature of Seller)

James Larrels
(Name)

(Date)

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

OMB APPROVAL	
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FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

SEC USE ONLY
DOCUMENT SEQUENCE NO.
CUSIP NUMBER
WORK LOCATION

1 (a) NAME OF ISSUER (Please type or print)	(b) IRS IDENT. NO.	(c) S.E.C. FILE NO.
Macrogenics, Inc.	06-1591613	001-36112

1 (d) ADDRESS OF ISSUER STREET	CITY	STATE	ZIP CODE	(e) TELEPHONE NO. AREA CODE	NUMBER
9704 Medical Center Drive	Rockville	MD	20850		

2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD	(b) RELATIONSHIP TO ISSUER	(c) ADDRESS STREET	CITY	STATE	ZIP CODE
James Karrels	SVP/CFO	9704 Medical Center Drive,	Rockville	MD	20850

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

3 (a) Title of the Class of Securities To Be Sold	(b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	SEC USE ONLY Broker-Dealer File Number	(c) Number of Shares or Other Units To Be Sold (See instr. 3(c))	(d) Aggregate Market Value (See instr. 3(d))	(e) Number of Shares or Other Units Outstanding (See instr. 3(e))	(f) Approximate Date of Sale (See instr. 3(f)) (MO. DAY YR.)	(g) Name of Each Securities Exchange (See instr. 3(g))
Common	Oppemheimer & Co Inc 85 Broad St NY NY 10004		168,791	5,544M	49,138m	03/22/21	NASDAQ

INSTRUCTIONS:

1. (a) Name of issuer
   (b) Issuer's I.R.S. Identification Number
   (c) Issuer's S.E.C. file number, if any
   (d) Issuer's address, including zip code
   (e) Issuer's telephone number, including area code

2. (a) Name of person for whose account the securities are to be sold
   (b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
   (c) Such person's address, including zip code

3. (a) Title of the class of securities to be sold
   (b) Name and address of each broker through whom the securities are intended to be sold
   (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
   (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
   (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
   (f) Approximate date on which the securities are to be sold
   (g) Name of each securities exchange, if any, on which the securities are intended to be sold

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

TABLE I — SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired *(If gift, also give date donor acquired)*	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common	6/2013 thru 1/2019	Stock option Exercise	Issuer	168,791	6/2013 thru 1/2019	Personal check

INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds

REMARKS:

INSTRUCTIONS:
See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION: *The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.*

03/22/2021

06/02/2020 DATE OF NOTICE

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION, IF RELYING ON RULE 10B5-1

(SIGNATURE)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)