

HEDRICK W SCOTT
Form 3
October 09, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting

Person *

Â INTERWEST PARTNERS
VIII LP

(Last) (First) (Middle)

2710 SAND HILL RD,Â SUITE
200

(Street)

MENLO PARK,Â CAÂ 94025

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
10/09/2013

3. Issuer Name **and** Ticker or Trading Symbol
MACROGENICS INC [MGNX]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

5. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date
Exercisable

Expiration
Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of

4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

				Shares		or Indirect (I) (Instr. 5)	
Series A-1 Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	12,001,000	\$ <u>(1)</u>	I	See Footnote <u>(2)</u>
Series B Convertible Preferred Stock	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	10,131,856	\$ <u>(3)</u>	I	See Footnote <u>(4)</u>
Series C Convertible Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	5,547,611	\$ <u>(5)</u>	I	See Footnote <u>(6)</u>
Series D-2 Convertible Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	613,402	\$ <u>(5)</u>	I	See Footnote <u>(7)</u>
Series D-2 Convertible Preferred Stock Warrants	Â <u>(8)</u>	Â <u>(9)</u>	Common Stock	46,005	\$ <u>(5)</u>	I	See Footnote <u>(10)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
INTERWEST PARTNERS VIII LP 2710 SAND HILL RD SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â
InterWest Management Partners VIII, LLC 2710 SAND HILL RD SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â
INTERWEST INVESTORS VIII L P 2710 SAND HILL RD SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â
INTERWEST INVESTORS Q VIII LP 2710 SAND HILL RD SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â
CASH HARVEY B 2710 SAND HILL RD SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â
GIANOS PHILIP T 2710 SAND HILL RD SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â
Kliman Gilbert H 2710 SAND HILL RD	Â	Â X	Â	Â

SUITE 200
MENLO PARK, CA 94025

HEDRICK W SCOTT
2710 SAND HILL RD
SUITE 200

^ ^ X ^ ^

MENLO PARK, CA 94025

Holmes W Stephen
2710 SAND HILL RD
SUITE 200

^ ^ X ^ ^

MENLO PARK, CA 94025

Signatures

/s/ W. Stephen Holmes, Managing Director 10/09/2013

__Signature of Reporting Person

Date

/s/ W. Stephen Holmes, Managing Director 10/09/2013

__Signature of Reporting Person

Date

/s/ W. Stephen Holmes, Managing Director 10/09/2013

__Signature of Reporting Person

Date

/s/ W. Stephen Holmes, Managing Director 10/09/2013

__Signature of Reporting Person

Date

/s/ Harvey B. Cash by Karen A. Wilson Power of Attorney 10/09/2013

__Signature of Reporting Person

Date

/s/ Philip T. Gianos by Karen A. Wilson Power of Attorney 10/09/2013

__Signature of Reporting Person

Date

/s/ Gilbert H. Kliman by Karen A. Wilson Power of Attorney 10/09/2013

__Signature of Reporting Person

Date

/s/ W. Scott Hedrick by Karen A. Wilson Power of Attorney 10/09/2013

__Signature of Reporting Person

Date

/s/ W. Stephen Holmes By Karen A. Wilson Power of Attorney 10/09/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Each share of Series A-1 Convertible Preferred Stock is convertible into 0.0802 of a share of Common Stock without payment of further consideration and will automatically convert into 0.0802 of a share of Common Stock upon closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

(2) These securities are held as follows: 11,575,052 by InterWest Partners VIII, LP ("IW8"), 93,748 by InterWest Investors VIII, LP ("II8") and 332,200 by InterWest Investors Q VIII, LP ("IIQ8") (collectively, the "InterWest Funds"). InterWest Management Partners VIII,

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LLC ("IMP8") is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Scott Hedrick, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.

- (3) Each share of Series B Convertible Preferred Stock is convertible into 0.0607 of a share of Common Stock without payment of further consideration and will automatically convert into 0.0607 of a share of Common Stock upon closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

- (4) These securities are held as follows: 9,774,202 by IW8, 78,015 by II8 and 279,639 by IIQ8. IMP8 is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Scott Hedrick, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.

- (5) Each share of Series C Convertible Preferred Stock and each share of Series D-2 Convertible Preferred Stock is convertible into 0.0533 of a share of Common Stock without payment of further consideration and will automatically convert into 0.0533 of a share of Common Stock upon closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

- (6) These securities are held as follows: 5,351,780 by IW8, 42,717 by II8 and 153,114 by IIQ8. IMP8 is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Scott Hedrick, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.

- (7) These securities are held as follows: 591,749 by IW8, 4,723 by II8 and 16,930 by IIQ8. IMP8 is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Scott Hedrick, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.

- (8) Immediately.

- (9) The warrants will expire upon the closing of the initial public offering.

- (10) These securities are held as follows: 44,381 by IW8, 354 by II8 and 1,270 by IIQ8. IMP8 is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Scott Hedrick, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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