





Item 8.01. Other Events.

On February 12, 2019, MacroGenics, Inc. (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with SVB Leerink LLC and Evercore Group L.L.C., as representatives of the several underwriters named therein (collectively, the “Underwriters”) relating to the offer, issuance and sale (the “Offering”) of 5,500,000 shares of the Company’s common stock, \$0.01 par value per share (the “Common Stock”), at a price to the public of \$20.00 per share. Pursuant to the Underwriting Agreement, the Company granted the Underwriters a 30-day option to purchase up to an additional 825,000 shares of Common Stock, which the Underwriters exercised in full on February 13, 2019. The Offering is expected to close on February 15, 2019. The net proceeds to the Company from the Offering are expected to be approximately \$118.5 million, after deducting underwriting discounts and commissions and estimated offering expenses.

The Offering was made pursuant to the Company’s effective shelf registration statement on Form S-3 (File No. 333-214385) and a related prospectus supplement and an accompanying prospectus, in each case filed with the Securities and Exchange Commission.

The Underwriting Agreement contains customary representations, warranties and agreements by the Company, conditions to closing, indemnification obligations of the Company and the Underwriters, including for liabilities under the Securities Act of 1933, as amended, and termination provisions. The representations, warranties and covenants contained in the Underwriting Agreement were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to such agreement, and may be subject to limitations agreed upon by the contracting parties. The Underwriting Agreement is not intended to provide any other factual information about the Company.

The Underwriting Agreement is filed as Exhibit 1.1 hereto and is incorporated herein by reference. The foregoing description of the terms of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement. A copy of the legal opinion of Covington & Burling LLP relating to the legality of the issuance and sale of the Common Stock in the Offering is filed herewith as Exhibit 5.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
<u>1.1</u>	Underwriting Agreement, dated February 12, 2019, by and among MacroGenics, Inc. and SVB Leerink LLC and Evercore Group L.L.C., as representatives of the Underwriters.
<u>5.1</u>	Opinion of Covington & Burling LLP.
<u>23.1</u>	Consent of Covington & Burling LLP (included in Exhibit 5.1).

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MACROGENICS, INC.

Dated: February 15, 2019    By:    /s/ Jeffrey Peters  
Name:    Jeffrey Peters  
Title:    Vice President and General  
          Counsel

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