

MACROGENICS INC  
Form 8-K  
June 11, 2014

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 5, 2014**

**MACROGENICS, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

**DELAWARE**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**001-36112**  
**(Commission**  
**File Number)**  
**9640 Medical Center Drive**  
**Rockville, Maryland**

**06-1591613**  
**(IRS Employer**  
**Identification No.)**

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**(Address of principal executive offices)**

**20850**

**(Zip Code)**

**(301) 251-5172**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

MacroGenics, Inc. (the Company) held its Annual Meeting of Stockholders on June 5, 2014 (the Annual Meeting). Only stockholders of record as of the close of business on April 16, 2014, the record date for the Annual Meeting, were entitled to vote at the Annual Meeting. As of the record date, 27,619,894 shares of the Company's common stock were outstanding and entitled to vote at the Annual Meeting. The tabulation of the stockholder votes on each proposal brought before the Annual Meeting is as follows:

*Proposal 1:* The election of two directors to hold office until the 2017 annual meeting of stockholders or until his respective successor is elected:

| <b>Nominee</b>               | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|------------------------------|------------------|-----------------------|-------------------------|
| Scott Koenig, M.D.,<br>Ph.D. | 19,030,453       | 332,028               | 2,374,584               |
| Matthew Fust                 | 19,013,004       | 349,477               | 2,374,584               |

*Proposal 2:* To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> |
|------------------|----------------------|--------------------|
| 21,631,256       | 77,169               | 28,640             |

As a routine proposal under applicable rules, no broker non-votes were recorded in connection with Proposal 2.

**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.

/s/ Atul Saran

Name: Atul Saran

Title: Senior Vice President and General  
Counsel

Date: June 11, 2014