

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287
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1. Name and Address of Reporting Person* <u>GOEDEL DAVID V</u> (Last) (First) (Middle) <u>1700 OWENS STREET</u> <u>SUITE 500</u> (Street) <u>SAN FRANCISCO</u> <u>CA</u> <u>94158</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NGM BIOPHARMACEUTICALS INC [NGM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/17/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/17/2019		P		6,818 ⁽¹⁾	A	\$10.62	16,519,897	I	See Footnotes ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾⁽⁹⁾
Common Stock	10/18/2019		P		34,721 ⁽¹⁰⁾	A	\$11.29	16,554,618	I	See Footnotes ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾⁽⁹⁾
Common Stock	10/21/2019		P		43,400 ⁽¹¹⁾	A	\$11.94	16,598,018 ⁽¹²⁾	I	See Footnotes ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾⁽⁹⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

1. Consists of 3,202 shares held directly by The Column Group III, LP ("TCG III LP") and 3,616 shares held directly by The Column Group III-A, LP ("TCG III-A LP").
2. The securities are directly held by TCG LP, and indirectly held by TCG GP, the general partner of TCG LP. The managing partners of TCG GP are David Goeddel and Peter Svennilsson. The managing partners of TCG GP may be deemed to have voting and investment power with respect to such shares. Each individual managing partner disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest in such shares.
3. The securities are directly held by TCG II LP, and indirectly held by The Column Group II GP, LP ("TCG II GP"), the general partner of TCG II LP. The managing partners of TCG II GP are David Goeddel and Peter Svennilsson. The managing partners of TCG II GP may be deemed to have voting and investment power with respect to such shares. Each individual managing partner disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest in such shares.
4. The securities are directly held by TCG GP. The managing partners of TCG GP are David Goeddel and Peter Svennilsson. The managing partners of TCG GP may be deemed to have voting and investment power with respect to such shares. Each individual managing partner disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest in such shares.
5. The securities are directly held by TCGM LP. The managing partners of TCGM LP are David Goeddel and Peter Svennilsson. The managing partners of TCGM LP may be deemed to have voting and investment power with respect to such shares. Each individual managing partner disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest in such shares.
6. The securities are directly held by Ponoi LP, and indirectly held by Ponoi Management, LLC ("Ponoi LLC"), the general partner of Ponoi LP. The managing partners of Ponoi LLC are David Goeddel, Peter Svennilsson and Tim Kutzkey. The managing partners of Ponoi LLC may be deemed to have voting and investment power with respect to such shares. Each individual managing partner disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest in such shares.
7. The securities are directly held by Ponoi II LP, and indirectly held by Ponoi II Management, LLC ("Ponoi II LLC"), the general partner of Ponoi II LP. The managing partners of Ponoi II LLC are David Goeddel, Peter Svennilsson and Tim Kutzkey. The managing partners of Ponoi II LLC may be deemed to have voting and investment power with respect to such shares. Each individual managing partner disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest in such shares.
8. The securities are directly held by TCG III LP, and indirectly held by The Column Group III GP, LP ("TCG III GP"), the general partner of TCG III LP. The managing partners of TCG III GP are David Goeddel, Peter Svennilsson and Tim Kutzkey. The managing partners of TCG III GP may be deemed to have voting and investment power with respect to such shares. Each individual managing partner disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest in such shares.
9. The securities are directly held by TCG III-A LP, and indirectly held by The Column Group III GP, LP ("TCG III GP"), the general partner of TCG III-A LP. The managing partners of TCG III GP are David Goeddel, Peter Svennilsson and Tim Kutzkey. The managing partners of TCG III GP may be deemed to have voting and investment power with respect to such shares. Each individual managing partner disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest in such shares.
10. Consists of 16,306 shares held directly by The Column Group III, LP ("TCG III LP") and 18,415 shares held directly by The Column Group III-A, LP ("TCG III-A LP").
11. Consists of 20,382 shares held directly by The Column Group III, LP ("TCG III LP") and 23,018 shares held directly by The Column Group III-A, LP ("TCG III-A LP").
12. Consists of 11,103,333 shares of Common Stock held directly by The Column Group, LP ("TCG LP"), 2,265,758 shares of Common Stock held directly by The Column Group II, LP ("TCG II LP"), 100,000 shares of Common Stock held directly by The Column Group GP, LP ("TCG GP"), 100,000 shares of Common Stock held directly by The Column Group Management, LP ("TCGM LP"), 1,298,908 shares of Common Stock held directly by Ponoi LP, 1,298,908 shares of Common Stock held directly by Ponoi II LP, 113,234 shares of Common Stock held directly by TCG III LP, 127,877 shares of Common Stock held directly by TCG III-A LP and 190,000 shares held in trust for which David V. Goeddel and Alena Z. Goeddel serve as co-trustees. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

Remarks:

/s/ Jennifer J. Carlson,
Attorney-in-Fact

10/21/2019

** Signature of Reporting Person

Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (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).

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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