

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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
Estimated average burden hours per response:	0.5

<div>1. Name and Address of Reporting Person*</div> <div>COLUMN GROUP L P</div> <div>(Last) (First) (Middle)</div> <div>1700 OWENS STREET</div> <div>SUITE 500</div> <div>(Street)</div> <div>SAN CA 94158</div> <div>(City) (State) (Zip)</div>	<div>2. Issuer Name and Ticker or Trading Symbol</div> <div>NGM BIOPHARMACEUTICALS INC [ NGM ]</div> <div>3. Date of Earliest Transaction (Month/Day/Year)</div> <div>04/08/2019</div> <div>4. If Amendment, Date of Original Filed (Month/Day/Year)</div>	<div>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</div> <div>Director X 10% Owner</div> <div>Officer (give title below) Other (specify below)</div> <div>6. Individual or Joint/Group Filing (Check Applicable Line)</div> <div>Form filed by One Reporting Person</div> <div>X Form filed by More than One Reporting Person</div>
--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

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	04/08/2019		C		13,093,134	A	(1)	13,569,091(2)	D(3)(4)(5)(6)	
Common Stock	04/08/2019		P		1,875,000(7)	A	\$16	1,875,000	D(8)(9)	
Common Stock	04/08/2019		P		15,000	A	\$16	15,000	D(10)	

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	Title	Amount or Number of Shares				
Series A Preferred Stock	(1)	04/08/2019		C		12,000,000	(1)	(1)	Common Stock	6,000,000	\$0.00	0	D(3)	
Series B Preferred Stock	(1)	04/08/2019		C		8,408,933	(1)	(1)	Common Stock	4,204,467	\$0.00	0	D(3)(4)(11)	
Series C Preferred Stock	(1)	04/08/2019		C		2,377,334	(1)	(1)	Common Stock	1,188,667	\$0.00	0	D(3)(4)(12)	
Series D Preferred Stock	(1)	04/08/2019		C		3,400,000	(1)	(1)	Common Stock	1,700,000	\$0.00	0	D(3)(4)(13)	

<div>1. Name and Address of Reporting Person*</div> <div>COLUMN GROUP L P</div> <div>(Last) (First) (Middle)</div> <div>1700 OWENS STREET</div> <div>SUITE 500</div> <div>(Street)</div> <div>SAN FRANCISCO CA 94158</div> <div>(City) (State) (Zip)</div>	<div>1. Name and Address of Reporting Person*</div> <div>COLUMN GROUP II, LP</div> <div>(Last) (First) (Middle)</div> <div>1700 OWENS STREET</div> <div>SUITE 500</div> <div>(Street)</div> <div>SAN FRANCISCO CA 94158</div> <div>(City) (State) (Zip)</div>
------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">COLUMN GROUP GP, LP</a>		
(Last)	(First)	(Middle)
<a href="#">1700 OWENS STREET</a>		
<a href="#">SUITE 500</a>		
(Street)		
<a href="#">SAN FRANCISCO</a>	<a href="#">CA</a>	<a href="#">94158</a>
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<a href="#">Column Group Management LP</a>		
(Last)	(First)	(Middle)
<a href="#">1700 OWENS STREET</a>		
<a href="#">SUITE 500</a>		
(Street)		
<a href="#">SAN FRANCISCO</a>	<a href="#">CA</a>	<a href="#">94158</a>
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<a href="#">Column Group II GP, LP</a>		
(Last)	(First)	(Middle)
<a href="#">1700 OWENS STREET</a>		
<a href="#">SUITE 500</a>		
(Street)		
<a href="#">SAN FRANCISCO</a>	<a href="#">CA</a>	<a href="#">94158</a>
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<a href="#">PONOI CAPITAL, LP</a>		
(Last)	(First)	(Middle)
<a href="#">1700 OWENS STREET</a>		
<a href="#">SUITE 500</a>		
(Street)		
<a href="#">SAN FRANCISCO</a>	<a href="#">CA</a>	<a href="#">94158</a>
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<a href="#">Ponoi Management, LLC</a>		
(Last)	(First)	(Middle)
<a href="#">1700 OWENS STREET</a>		
<a href="#">SUITE 500</a>		
(Street)		
<a href="#">SAN FRANCISCO</a>	<a href="#">CA</a>	<a href="#">94158</a>
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<a href="#">Ponoi Capital II, LP</a>		
(Last)	(First)	(Middle)
<a href="#">1700 OWENS STREET</a>		
<a href="#">SUITE 500</a>		
(Street)		
<a href="#">SAN FRANCISCO</a>	<a href="#">CA</a>	<a href="#">94158</a>
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[Ponoi II Management, LLC](#)

(Last) (First) (Middle)

1700 OWENS STREET  
SUITE 500

(Street)

SAN FRANCISCO CA 94158

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Kutzkey Tim](#)

(Last) (First) (Middle)

1700 OWENS STREET  
SUITE 500

(Street)

SAN FRANCISCO CA 94158

(City) (State) (Zip)

**Explanation of Responses:**

- Every two shares of Series A preferred stock, Series B preferred stock, Series C preferred stock and Series D preferred stock automatically converted into one share of common stock in connection with the closing of the issuer's initial public offering, without payment of consideration. These shares have no expiration date.
- 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") and 100,000 shares of Common Stock held directly by The Column Group Management, LP ("TCGM LP").
- 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 Svernilson. 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.
- 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 Svernilson. 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.
- The securities are directly held by TCG GP. The managing partners of TCG GP are David Goeddel and Peter Svernilson. 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.
- The securities are directly held by TCGM LP. The managing partners of TCGM LP are David Goeddel and Peter Svernilson. 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.
- Consists of 937,500 shares of Common Stock held directly by Ponoi Capital, LP ("Ponoi LP") and 937,500 shares of Common Stock held directly by Ponoi Capital II, LP ("Ponoi II LP").
- 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 Svernilson 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.
- 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 Svernilson 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.
- These securities are owned solely by Tim Kutzkey.
- Consists of 7,200,000 shares of Series B Preferred Stock that were convertible into 3,600,000 shares of Common Stock held directly by TCG LP and 1,208,933 shares of Series B Preferred Stock that were convertible into 604,467 shares of Common Stock held directly by TCG II LP.
- Consists of 2,340,000 shares of Series C Preferred Stock that were convertible into 1,170,000 shares of Common Stock held directly by TCG LP and 37,334 shares of Series C Preferred Stock that were convertible into 18,667 shares of Common Stock held directly by TCG II LP.
- Consists of 666,666 shares of Series D Preferred Stock that were convertible into 333,333 shares of Common Stock held directly by TCG LP and 2,733,334 shares of Series D Preferred Stock that were convertible into 1,366,667 shares of Common Stock held directly by TCG II LP.

**Remarks:**

[/s/ Jennifer J. Carlson, Attorney-in-Fact](#) [04/10/2019](#)

\*\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**