

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

1. Name and Address of Reporting Person * <u>COLUMN GROUP L P</u> <hr/> (Last) (First) (Middle) 1700 OWENS STREET SUITE 500 <hr/> (Street) SAN FRANCISCO CA 94158 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NGM BIOPHARMACEUTICALS INC [NGM]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>11/11/2019</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		

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	11/11/2019		P		15 ⁽¹⁾	A	\$12	253,922	D ⁽²⁾⁽³⁾	
Common Stock								16,166,907 ⁽⁴⁾	D ⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾⁽⁹⁾⁽¹⁰⁾	
Common Stock								15,000	D ⁽¹¹⁾	

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	(A)	(D)	Date Exercisable	Expiration Date					

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

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

Explanation of Responses:

1. Consists of 7 shares of Common Stock held directly by The Column Group III, LP ("TCG III LP") and 8 shares of Common Stock held directly by The Column Group III-A, LP ("TCG III-A LP").
2. The securities are directly held by TCG III, and indirectly held by The Column Group III GP, LP ("TCG III GP"), the general partner of TCG III. The managing partners of TCG III GP are David Goeddel, Peter Svenilnson 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.
3. The securities are directly held by TCG III-A LP, and indirectly held by TCG III GP, the general partner of TCG III-A LP. The managing partners of TCG III GP are David Goeddel, Peter Svenilnson 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.
4. 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 Ponoii Capital, LP ("Ponoii LP"), and 1,298,908 shares of Common Stock held directly by Ponoii Capital II, LP ("Ponoii II LP").
5. 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 Svenilnson. 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.
6. 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 Svenilnson. 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.
7. The securities are directly held by TCG GP. The managing partners of TCG GP are David Goeddel and Peter Svenilnson. 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.
8. The securities are directly held by TCGM LP. The managing partners of TCGM LP are David Goeddel and Peter Svenilnson. 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.
9. The securities are directly held by Ponoii LP, and indirectly held by Ponoii Management, LLC ("Ponoii LLC"), the general partner of Ponoii LP. The managing partners of Ponoii LLC are David Goeddel, Peter Svenilnson and Tim Kutzkey. The managing partners of Ponoii 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.
10. The securities are directly held by Ponoii II LP, and indirectly held by Ponoii II Management, LLC ("Ponoii II LLC"), the general partner of Ponoii II LP. The managing partners of Ponoii II LLC are David Goeddel, Peter Svenilnson and Tim Kutzkey. The managing partners of Ponoii 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.
11. These securities are owned solely by Tim Kutzkey.

Remarks:

Due to SEC restrictions on the number of reporting owners, this is Form 2 of 2.

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

11/13/2019

** 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.