

☐ 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

1. Name and Address of Reporting Person* <u>SCHNELL DAVID</u> (Last) (First) (Middle) <u>525 UNIVERSITY AVENUE</u> <u>SUITE 1350</u> (Street) <u>PALO ALTO</u> <u>CA</u> <u>94301</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NGM BIOPHARMACEUTICALS INC [</u> <u>NGM]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>04/08/2019</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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		4,925,000	A	(1)	4,925,000	I	See Footnotes ⁽²⁾⁽³⁾

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		3,000,000	(1)	(1)	Common Stock	3,000,000	\$0.00	0	I	See Footnotes ⁽³⁾⁽⁴⁾
Series B Preferred Stock	(1)	04/08/2019		C		1,300,000	(1)	(1)	Common Stock	1,300,000	\$0.00	0	I	See Footnotes ⁽³⁾⁽⁵⁾
Series C Preferred Stock	(1)	04/08/2019		C		525,000	(1)	(1)	Common Stock	525,000	\$0.00	0	I	See Footnotes ⁽³⁾⁽⁶⁾
Series D Preferred Stock	(1)	04/08/2019		C		100,000	(1)	(1)	Common Stock	100,000	\$0.00	0	I	See Footnotes ⁽³⁾⁽⁷⁾

Explanation of Responses:

1. 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. These shares have no expiration date.
2. Consists of 4,925,000 shares beneficially owned by Prospect Ventures Partners III, L.P.
3. The Reporting Person, a Director of the Issuer, shares voting and dispositive power with the managing members of Prospect Management Co. III, L.L.C., which is the general partner of Prospect Ventures Partners III, L.P., but disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
4. Consists of 3,000,000 shares beneficially owned by Prospect Ventures Partners III, L.P.
5. Consists of 1,300,000 shares beneficially owned by Prospect Ventures Partners III, L.P.
6. Consists of 525,000 shares beneficially owned by Prospect Ventures Partners III, L.P.
7. Consists of 100,000 shares beneficially owned by Prospect Ventures Partners III, L.P.

Remarks:

/s/ William J. Rieflin, Attorney-in-Fact 04/10/2017

** 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.