

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  
Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>COLUMN GROUP L P</u>  (Last) (First) (Middle) <u>1700 OWENS STREET</u> <u>SUITE 500</u>  (Street) <u>SAN FRANCISCO CA 94158</u>  (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>10/17/2019</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)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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	10/17/2019		P		6,818 <sup>(1)</sup>	A	\$10.62	162,990	D <sup>(2)(3)</sup>	
Common Stock	10/18/2019		P		34,721 <sup>(4)</sup>	A	\$11.29	197,711	D <sup>(2)(3)</sup>	
Common Stock	10/21/2019		P		43,400 <sup>(5)</sup>	A	\$11.94	241,111	D <sup>(2)(3)</sup>	
Common Stock								16,166,907 <sup>(6)</sup>	D <sup>(7)(8)(9)(10)(11)(12)</sup>	
Common Stock								15,000	D <sup>(13)</sup>	

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	Title	Amount or Number of Shares				

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

1. Name and Address of Reporting Person\*

[Column Group II GP, LP](#)

(Last)	(First)	(Middle)
1700 OWENS STREET		
SUITE 500		
(Street)		
SAN FRANCISCO CA		94158
(City)	(State)	(Zip)

Explanation of Responses:

1. Consists of 3,202 shares of Common Stock held directly by The Column Group III, LP ("TCG III LP") and 3,616 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 Svernilson 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 Svernilson 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 16,306 shares of Common Stock held directly by The Column Group III, LP ("TCG III LP") and 18,415 shares of Common Stock held directly by The Column Group III-A, LP ("TCG III-A LP").
5. Consists of 20,382 shares of Common Stock held directly by The Column Group III, LP ("TCG III LP") and 23,018 shares of Common Stock held directly by The Column Group III-A, LP ("TCG III-A LP").
6. 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 Ponoï Capital, LP ("Ponoï LP"), and 1,298,908 shares of Common Stock held directly by Ponoï Capital II, LP ("Ponoï II LP").
7. 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.
8. 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.
9. 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.
10. 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.
11. The securities are directly held by Ponoï LP, and indirectly held by Ponoï Management, LLC ("Ponoï LLC"), the general partner of Ponoï LP. The managing partners of Ponoï LLC are David Goeddel, Peter Svernilson and Tim Kutzkey. The managing partners of Ponoï 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.
12. The securities are directly held by Ponoï II LP, and indirectly held by Ponoï II Management, LLC ("Ponoï II LLC"), the general partner of Ponoï II LP. The managing partners of Ponoï II LLC are David Goeddel, Peter Svernilson and Tim Kutzkey. The managing partners of Ponoï 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.
13. These securities are owned solely by Tim Kutzkey.

Remarks:

Due to SEC restrictions on the number of reporting owners, this is Form 1 of 2.

[/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.

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.