SUITE 500

FRANCISCO

CA

94158

(Street) SAN

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	2054

heck this box if no longer subject
Section 16. Form 4 or Form 5
bligations may continue. See
actruotion 1(h)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden

	this box if no le		S	TATEMEN	NΤ	OF	CI	HANG	SES	IN E	BENEFIC	AL C	NWC	EF	RSHIP	ll.	MB Numl stimated	ber: average burd	3235-0287 len	
U obliga	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								l II	ours per r	-	0.5								
					01	r Sect	ion 3	30(h) of th	ne Inves	stmen	t Company Act	of 1940)							
1. Name and Address of Reporting Person* COLUMN GROUP L P (Last) (First) (Middle)				2. Issuer Name and Ticker or Trading Symbol NGM BIOPHARMACEUTICALS INC NGM State																
					Officer (g											give title Other (specify below)				
1700 OWENS STREET					3. Date of Earliest Transaction (Month/Day/Year) 03/31/2020															
SUITE 5	500				0	3/31/	202	20												
(Street)					4.	Line)									r Joint/Group Filing (Check Applicable					
1	SAN FRANCISCO CA 94158															filed by	ed by One Reporting Person ed by More than One Reporting			
(City)	(St	ate) (2	Zip)																	
		Table	1-1	Non-Deriva	ativ	e Se	cui	rities A	cquii	red,	Disposed o	of, or I	3enef	icia	ally Own	ed				
1. Title of	Security (Ins	tr. 3)		2. Transaction Date (Month/Day/Ye		r) if any		ned n Date, ay/Year)	3. Transaction Code (Instr. 8)				cquired (A) or D) (Instr. 3, 4 and		5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
									Code	v	Amount	(A) or (D)	Price		Transaction (Instr. 3 and				(Instr. 4)	
Common	Stock			03/31/2020		\top			P		118,067(1)	A	\$12.53		1,156,	237	D) (2)(3)		
Common	Stock			04/01/2020					P		118,067(1)	A	\$12.	26 1,274		,304) (2)(3)		
Common	Stock			04/02/202	0)			P		14,850(4)	A	\$12.	.4	4 1,289,154		D ⁽²⁾⁽³⁾			
Common	Stock														16,166,9	907(5)	D ⁽⁶⁾⁽⁷⁾⁽	(8)(9)(10)(11)		
Common Stock													15,000		D ⁽¹²⁾					
					_										ļ					
		Tal	ble	II - Derivati												d				
1 Title of	12	1		(e.g., pı	uts,			warran	ts, op	tion	s, converti	ble se	curiti)		phor of	10	11 Naturo	
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Exe	(e.g., pu Deemed ecution Date,	uts, 4. Tra		ls, v	5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (Instr. 3,	per 6. Ex ve es d (Me	Date E		7. Tit Amo Secu Unde Deriv	le and unt of rities erlying rative rity (Ins	ies)		9. Num derivat Securi Benefi Owned Follow Report	tive ties cially I ing ted action(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)	
Derivative Security	Conversion or Exercise Price of Derivative	3. Transaction Date	3A. Exe	(e.g., pu Deemed ecution Date, ny	4. Tra	call	ls, v	5. Numb of Derivati Securiti Acquire (A) or Dispose of (D)	per 6. Ex ve es d (Me	Date E	s, converti exercisable and on Date	7. Tit Amo Secu Unde Deriv Secu	le and unt of rities erlying rative rity (Ins	str.	8. Price of Derivative Security	9. Num derivat Securi Benefi Owned Follow Report Transa	tive ties cially I ing ted action(s)	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)	
Derivative Security	Conversion or Exercise Price of Derivative	3. Transaction Date	3A. Exe	(e.g., pu Deemed ecution Date, ny	4. Tra	call	ls, v	5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (Instr. 3,	ts, op oer 6.1 Ex (Mi	Date E piratic onth/E	S, CONVERTI exercisable and in Date pay/Year)	7. Tit Amo Secu Unde Deriv Secu 3 and	le and unt of rities rrying rative (Ins i 4)	str.	8. Price of Derivative Security	9. Num derivat Securi Benefi Owned Follow Report Transa	tive ties cially I ing ted action(s)	Ownership Form: Direct (D) or Indirect	Beneficial Ownership (Instr. 4)	
Derivative Security	Conversion or Exercise Price of Derivative	3. Transaction Date	3A. Exe	(e.g., pu Deemed ecution Date, ny	4. Tra Co 8)	call	ion str.	5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (Instr. 3, and 5)	ts, op per 6. Ex ve es d	Date E piratic onth/E	S, CONVERTI	7. Tit Amo Secu Unde Deriv Secu 3 and	le and unt of rities erlying rative rity (Ins i 4)	ies)	8. Price of Derivative Security	9. Num derivat Securi Benefi Owned Follow Report Transa	tive ties cially I ing ted action(s)	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)	
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Exe if a (Mo	(e.g., pu Deemed ecution Date, ny	4. Tra Co 8)	unsact de (In:	ion str.	5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (Instr. 3, and 5)	ts, op per 6. I Ex (Meed , 4	Date E piratio onth/E	S, CONVERTI	7. Tit Amo Secu Unde Deriv Secu 3 and	le and unt of rities rrying vative rity (Ins i 4)	ies)	8. Price of Derivative Security	9. Num derivat Securi Benefi Owned Follow Report Transa	tive ties cially I ing ted action(s)	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)	
1. Name a COLU (Last)	Conversion or Exercise Price of Derivative Security and Address of MN GRC	3. Transaction Date (Month/Day/Year) Reporting Person* DUP L P	3A. Exe if a (Mc	(e.g., pu Deemed ecution Date, ny	4. Tra Co 8)	unsact de (In:	ion str.	5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (Instr. 3, and 5)	ts, op per 6. I Ex (Meed , 4	Date E piratio onth/E	S, CONVERTI	7. Tit Amo Secu Unde Deriv Secu 3 and	le and unt of rities rrying vative rity (Ins i 4)	ies)	8. Price of Derivative Security	9. Num derivat Securi Benefi Owned Follow Report Transa	tive ties cially I ing ted action(s)	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)	
1. Name a COLU (Last) 1700 OV	Conversion or Exercise Price of Derivative Security and Address of MN GRC	3. Transaction Date (Month/Day/Year) Reporting Person* DUP L P	3A. Exe if a (Mc	(e.g., pu Deemed ecution Date, ny onth/Day/Year)	4. Tra Co 8)	unsact de (In:	ion str.	5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (Instr. 3, and 5)	ts, op per 6. I Ex (Meed , 4	Date E piratio onth/E	S, CONVERTI	7. Tit Amo Secu Unde Deriv Secu 3 and	le and unt of rities rrying vative rity (Ins i 4)	ies)	8. Price of Derivative Security	9. Num derivat Securi Benefi Owned Follow Report Transa	tive ties cially I ing ted action(s)	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)	
1. Name a COLU (Last) 1700 OV	Conversion or Exercise Price of Price of Derivative Security and Address of MN GRC WENS STR.	3. Transaction Date (Month/Day/Year) Reporting Person* DUP L P	3A. Exe if a (Mc	(e.g., pu Deemed ecution Date, ny onth/Day/Year)	4. Tra Co 8)	unsact de (In:	ion str.	5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (Instr. 3, and 5)	ts, op per 6. I Ex (Meed , 4	Date E piratio onth/E	S, CONVERTI	7. Tit Amo Secu Unde Deriv Secu 3 and	le and unt of rities rrying vative rity (Ins i 4)	ies)	8. Price of Derivative Security	9. Num derivat Securi Benefi Owned Follow Report Transa	tive ties cially I ing ted action(s)	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)	
1. Name a COLU (Last) 1700 OV SUITE 5 (Street) SAN	Conversion or Exercise Price of Price of Derivative Security and Address of MN GRC WENS STR 500	3. Transaction Date (Month/Day/Year) Reporting Person* DUP L P (First)	3A. Exe if a (Mc	(e.g., pu	4. Tra Co 8)	unsact de (In:	ion str.	5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (Instr. 3, and 5)	ts, op per 6. I Ex (Meed , 4	Date E piratio onth/E	S, CONVERTI	7. Tit Amo Secu Unde Deriv Secu 3 and	le and unt of rities rrying vative rity (Ins i 4)	ies)	8. Price of Derivative Security	9. Num derivat Securi Benefi Owned Follow Report Transa	tive ties cially I ing ted action(s)	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)	
1. Name a COLU (Last) 1700 OV SUITE 5 (Street) SAN FRANC (City) 1. Name a	Conversion or Exercise Price of Derivative Security and Address of MN GRC WENS STR. 500 ISCO	3. Transaction Date (Month/Day/Year) Reporting Person* DUP L P (First) EET	3A. Exe if a (Mc	(e.g., pu Deemed ecution Date, ny onth/Day/Year)	4. Tra Co 8)	unsact de (In:	ion str.	5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (Instr. 3, and 5)	ts, op per 6. I Ex (Meed , 4	Date E piratio onth/E	S, CONVERTI	7. Tit Amo Secu Unde Deriv Secu 3 and	le and unt of rities rrying vative rity (Ins i 4)	ies)	8. Price of Derivative Security	9. Num derivat Securi Benefi Owned Follow Report Transa	tive ties cially I ing ted action(s)	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)	

(City)	(State)	(Zip)				
1. Name and Address COLUMN GR	of Reporting Person* OUP III-A, LP					
(Last) 1700 OWENS ST SUITE 500	(First) REET	(Middle)				
(Street) SAN FRANCISCO	CA	94158				
(City)	(State)	(Zip)				
1. Name and Address COLUMN GR	of Reporting Person* OUP III GP, LP					
(Last) 1700 OWENS ST SUITE 500	(First) REET	(Middle)				
(Street) SAN FRANCISCO	CA	94158				
(City)	(State)	(Zip)				

Explanation of Responses:

- 1. Consists of 55,448 shares of Common Stock held directly by The Column Group III, LP ("TCG III LP") and 62,619 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 LP, 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 Svennilson 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 Svennilson 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 6,974 shares of Common Stock held directly by TCG III LP and 7,876 shares of Common Stock held directly by TCG III-A LP.
- 5. 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 Capital, LP ("Ponoi LP"), and 1,298,908 shares of Common Stock held directly by Ponoi Capital II, LP ("Ponoi II LP").
- 6. 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 Svennilson. 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.
- 7. 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 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 GP. The managing partners of TCG GP are David Goeddel and Peter Svennilson. 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.
- 9. The securities are directly held by TCGM LP. The managing partners of TCGM LP are David Goeddel and Peter Svennilson. 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.
- 10. 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 Svennilson 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.
- 11. 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 Svennilson 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.
- 12. 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 04/02/2020

** 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.