

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>GOEDEL DAVID V</u> <hr/> (Last) (First) (Middle) 1 LETTERMAN DRIVE BUILDING D, SUITE DM-900 <hr/> (Street) SAN FRANCISCO CA 94129 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NGM BIOPHARMACEUTICALS INC [NGM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/11/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	05/11/2022		P		77,866	A	\$11.2258 ⁽¹⁾	1,010,189	I	See footnote ⁽²⁾
Common Stock	05/11/2022		P		2,657	A	\$11.2258 ⁽¹⁾	34,475	I	See footnote ⁽³⁾
Common Stock	05/11/2022		P		2,564	A	\$11.8473 ⁽⁴⁾	1,012,753	I	See footnote ⁽²⁾
Common Stock	05/11/2022		P		88	A	\$11.8473 ⁽⁴⁾	34,563	I	See footnote ⁽³⁾
Common Stock	05/12/2022		P		79,945	A	\$11.6211 ⁽⁵⁾	1,092,698	I	See footnote ⁽²⁾
Common Stock	05/12/2022		P		2,728	A	\$11.6211 ⁽⁵⁾	37,291	I	See footnote ⁽³⁾
Common Stock	05/12/2022		P		485	A	\$11.8057 ⁽⁶⁾	1,093,183	I	See footnote ⁽²⁾
Common Stock	05/12/2022		P		17	A	\$11.8057 ⁽⁶⁾	37,308	I	See footnote ⁽³⁾
Common Stock								11,103,333	I	See footnote ⁽⁷⁾
Common Stock								858,035	I	See footnote ⁽⁸⁾
Common Stock								968,990	I	See footnote ⁽⁹⁾
Common Stock								2,265,758	I	See footnote ⁽¹⁰⁾
Common Stock								1,298,908	I	See footnote ⁽¹¹⁾
Common Stock								1,298,908	I	See footnote ⁽¹²⁾
Common Stock								100,000	I	See footnote ⁽¹³⁾
Common Stock								100,000	I	See footnote ⁽¹⁴⁾
Common Stock								80,000	D	
Common Stock								110,000	I	See footnote ⁽¹⁵⁾

**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					

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$10.745 to \$11.74, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities Exchange Commission, upon request, full information regarding the number of securities purchased at each separate price within the ranges set forth in this footnote (1) to this Form 4.
- The securities are directly held by The Column Group IV, LP ("TCG IV LP"). The Column Group IV GP, LP ("TCG IV GP LP") is the general partner of TCG IV LP and may be deemed to have voting and investment power with respect to these securities. TCG IV GP LLC ("TCG IV LLC") is the general partner of TCG IV GP LP and the ultimate general partner of TCG IV LP and may be deemed to have voting and investment power with respect to these securities. The managing members of TCG IV LLC are David Goeddel, a member of the issuer's board of directors, Peter Svennilson and Tim Kutzkey (collectively, the "TCG IV Managing Members"). The TCG IV Managing Members may be deemed to share voting and investment power with respect to such securities. TCG IV GP LP, TCG IV LLC and each of the TCG IV Managing Members disclaim beneficial ownership of these securities, except to the extent of their respective pecuniary interest in such securities.
- The securities are directly held by The Column Group IV-A, LP ("TCG IV-A LP"). The Column Group IV GP, LP ("TCG IV GP LP") is the general partner of TCG IV-A LP and may be deemed to have voting and investment power with respect to these securities. TCG IV LLC is the general partner of TCG IV GP LP and the ultimate general partner of TCG IV-A LP and may be deemed to have voting and investment power with respect to these securities. The managing members of TCG IV LLC are the TCG IV Managing Members. The TCG IV Managing Members may be deemed to share voting and investment power with respect to such securities. TCG IV GP LP, TCG IV LLC and each of the TCG IV Managing Members disclaim beneficial ownership of these securities, except to the extent of their respective pecuniary interest in such securities.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$11.76 to \$11.99, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities Exchange Commission, upon request, full information regarding the number of securities purchased at each separate price within the ranges set forth in this footnote (4) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$10.73 to \$11.72, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities Exchange Commission, upon request, full information regarding the number of securities purchased at each separate price within the ranges set forth in this footnote (5) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$11.74 to \$11.88, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities Exchange Commission, upon request, full information regarding the number of securities purchased at each separate price within the ranges set forth in this footnote (6) to this Form 4.
- The securities are directly held by The Column Group, LP ("TCG LP"). The Column Group GP, LP ("TCG GP") is the general partner of TCG LP and may be deemed to have voting and investment power with respect to these securities. The managing partners of TCG GP are the Reporting Person, a member of the issuer's board of directors and Peter Svennilson (the "TCG Managing Partners"). The TCG Managing Partners may be deemed to share voting and investment power with respect to such securities. TCG GP and each of the TCG Managing Partners disclaim beneficial ownership of these securities, except to the extent of their respective pecuniary interest in such securities.
- The securities are directly held by The Column Group III, LP ("TCG III LP"). The Column Group III GP, LP ("TCG III GP") is the general partner of TCG III LP and may be deemed to have voting and investment power with respect to these securities. The managing partners of TCG III GP are the Reporting Person, a member of the issuer's board of directors, Peter Svennilson and Tim Kutzkey (collectively, the "TCG III Managing Partners"). The TCG III GP Managing Partners may be deemed to share voting and investment power with respect to such securities. TCG III GP and each of the TCG III Managing Partners disclaim beneficial ownership of these securities, except to the extent of their respective pecuniary interest in such securities.
- The securities are directly held by The Column Group III-A, LP ("TCG III-A LP"). TCG III GP is the general partner of TCG III-A LP and may be deemed to have voting and investment power with respect to these securities. The managing partners of TCG III GP are the TCG III GP Managing Partners. The TCG III Managing Partners may be deemed to share voting and investment power with respect to such securities. TCG III GP and each of the TCG III Managing Partners disclaim beneficial ownership of these securities, except to the extent of their respective pecuniary interest in such securities.
- The securities are directly held by The Column Group II, LP ("TCG II LP"). TCG II GP is the general partner of TCG II LP and may be deemed to have voting and investment power with respect to these securities. The managing partners of TCG II GP are the TCG Managing Partners. The TCG Managing Partners may be deemed to share voting and investment power with respect to such securities. TCG II GP and each of the TCG Managing Partners disclaim beneficial ownership of these securities, except to the extent of their respective pecuniary interest in such securities.
- The securities are directly held by Ponoi Capital, LP ("Ponoi LP"). Ponoi Management, LLC ("Ponoi LLC") is the general partner of Ponoi LP and may be deemed to have voting and investment power with respect to these securities. The managing partners of Ponoi LLC are the Ponoi Managing Partners. The TCG III Managing Partners may be deemed to share voting and investment power with respect to such securities. Ponoi LLC and each of the TCG III Managing Partners disclaims beneficial ownership of these securities, except to the extent of their respective pecuniary interest in such securities.
- The securities are directly held by Ponoi Capital II, LP ("Ponoi II LP"). Ponoi II Management, LLC ("Ponoi II LLC") is the general partner of Ponoi II LP and may be deemed to have voting and investment power with respect to these securities. The managing partners of Ponoi II LLC are the TCG III Managing Partners. The TCG III Managing Partners may be deemed to share voting and investment power with respect to such securities. Ponoi II LLC and each of the TCG III Managing Partners disclaims beneficial ownership of these securities, except to the extent of their respective pecuniary interest in such securities.
- The securities are directly held by TCG GP. The managing partners of TCG GP are the TCG Managing Partners. The TCG Managing Partners may be deemed to share voting and investment power with respect to such securities. Each of the TCG Managing Partners disclaim beneficial ownership of these securities, except to the extent of their respective pecuniary interest in such securities.
- The securities are directly held by The Column Group Management LP ("TCGM LP"). The managing partners of TCGM LP are the TCG Managing Partners. The TCG Managing Partners may be deemed to share voting and investment power with respect to such securities. Each of the TCG Managing Partners disclaim beneficial ownership of these securities, except to the extent of their respective pecuniary interest in such securities.
- The securities are directly held by the David V. Goeddel and Alena Z. Goeddel 2004 Trust for which the Reporting Person and Alena Z. Goeddel serve as co-trustee.

Remarks:

/s/ James Evangelista,
Attorney-in-fact

05/13/2022

** 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.