

June 11, 2020

David J. Woodhouse
Chief Executive Officer
NGM Biopharmaceuticals, Inc.
101 California Street, 5th Floor
San Francisco, California 94111

Biopharmaceuticals, Inc.

Statement on Form S-3

Re: NGM

Registration

Filed June 5, 2020
File No. 333-238991

Dear Dr. Woodhouse:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Courtney Lindsay at (202) 5517237 with any questions.

Sincerely,

Division of Corporation Finance

Office of Life Sciences