

## 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

<b>OMB APPROVAL</b>	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>TCG Opportunity III GP, LLC</u>	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>NGM BIOPHARMACEUTICALS INC [</u> <u>NGM ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <span style="float: right;"><b>X</b></span> 10% Owner  Officer (give title below) <span style="float: right;">Other (specify below)</span>
(Last) (First) (Middle)  1 LETTERMAN DRIVE  BUILDING D, SUITE DM-900	3. Date of Earliest Transaction (Month/Day/Year) <u>04/05/2024</u>	
(Street)  SAN FRANCISCO CA 94129	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <b>X</b> Form filed by One Reporting Person  Form filed by More than One Reporting Person
(City) (State) (Zip)	Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

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	04/05/2024		D		949,862	D	(1)(2)	0	I	See footnotes <sup>(3)(4)</sup>
Common Stock	04/05/2024		D		2,650,177	D	(1)(2)	0	I	See footnote <sup>(5)</sup>
Common Stock	04/05/2024		D		90,442	D	(1)(2)	0	I	See footnote <sup>(6)</sup>
Common Stock	04/05/2024		D		11,103,333	D	(1)(2)	0	D <sup>(7)</sup>	
Common Stock	04/05/2024		D		858,035	D	(1)(2)	0	I	See footnote <sup>(8)</sup>
Common Stock	04/05/2024		D		968,990	D	(1)(2)	0	I	See footnote <sup>(9)</sup>
Common Stock	04/05/2024		D		2,265,758	D	(1)(2)	0	I	See footnote <sup>(10)</sup>
Common Stock	04/05/2024		D		1,298,908	D	(1)(2)	0	I	See footnote <sup>(11)</sup>
Common Stock	04/05/2024		D		1,298,908	D	(1)(2)	0	I	See footnote <sup>(12)</sup>
Common Stock	04/05/2024		D		100,000	D	(1)(2)	0	I	See footnote <sup>(13)</sup>
Common Stock	04/05/2024		D		100,000	D	(1)(2)	0	I	See footnote <sup>(14)</sup>
Common Stock	04/05/2024		D		15,000	D	(1)(2)	0	I	See footnote <sup>(15)</sup>
Common Stock	04/05/2024		D		44,000	D	(1)(2)	0	I	See footnote <sup>(16)</sup>
Common Stock	04/05/2024		J		1,000	A	(17)	1,000	I	See footnote <sup>(17)</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)
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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. Code V	5. Transaction Code (Instr. 8)	6. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	7. Date Exercisable and Expiration Date (Month/Day/Year)	8. Title of Underlying Security (Instr. 3 and 4)	9. Amount or Number of Securities Underlying Derivative Security (Instr. 3 and 4)	10. Price of Derivative Security (Instr. 5)	11. Number of Derivative Securities Beneficially Owned Directly or Indirectly Following Transaction(s) (Instr. 4)	12. Ownership Form: Direct (D), Indirect (I) (Instr. 4)	13. Nature of Indirect Beneficial Ownership (Instr. 4)
<p>1. On February 1, 2024, the Issuer, Atlas Neon Parent, Inc. ("Parent") and Atlas Neon Merger Sub, Inc., a wholly-owned subsidiary of Parent ("Purchaser") entered into an Agreement and Plan of Merger, pursuant to which the Purchaser completed a tender offer for the shares of common stock of the Issuer and thereafter merged with and into the Issuer effective as of April 30, 2024 ("Effective Time"). Concurrently with the execution of the Merger Agreement, Parent and Purchaser entered into a rollover agreement, dated as of the date of the Merger Agreement with The Column Group, LP, The Column Group GP, LP, The Column Group Management, LP, The Column Group II, LP, The Column Group III, LP, The Column Group III-A, LP, The Column Group IV, LP, The Column Group IV-A, LP, The Column Group Opportunity III, LP, Ponoi Capital, LP and Ponoi Capital II, LP ("TCG Rollover Agreement"). (cont'd in FN 2)</p> <p>2. (cont'd from FN 1) In addition, Parent and Purchaser entered into a rollover agreement, dated as of the date of the Merger Agreement (supplemented by the joinder thereto), with certain of NGM's other stockholders, including Dr. Goeddel (the "Stockholder Rollover Agreement" and, together with the TCG Rollover Agreement, the "Rollover Agreements"). Pursuant to the Rollover Agreements, every 1 share of the Issuer subject to the Rollover Agreement was exchanged for 100 shares of Parent. This Form 4 reports securities disposed of pursuant to the Rollover Agreements.</p> <p>3. The securities were directly held by The Column Group Opportunity III, LP ("TCG Opportunity III LP"). The Column Group Opportunity III LP ("TCG Opportunity III LP") is the general partner of TCG Opportunity III LP and may be deemed to have voting, investment and dispositive power with respect to these securities. TCG Opportunity III GP, LLC ("TCG Opportunity III GP LLC") is the general partner of TCG Opportunity III GP LP and the ultimate general partner of TCG Opportunity III LP and may be deemed to have voting, investment and dispositive power with respect to these securities. The managing members of TCG Opportunity III GP LLC are David Goeddel, a member of the issuer's board of directors, and Peter Svennilson and Tim Kutzkey (collectively, the "TCG Managing Members"). (cont'd in FN 3)</p>													

Remarks:

Due to SEC restrictions on the number of reporting persons, this is form 3 of 3.

/s/ James Evangelista, as  
Attorney-in-fact for TCG  
Opportunity III GP, LLC  
04/08/2024  
\*\* 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.