FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

١	Washington,	D.C.	20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 Estimated average burden hours per response: 0.5

5. Relationship of Reporting Person(s) to Issuer

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name **and** Ticker or Trading Symbol

Name and Address of Reporting Person* GOEDDEL DAVID V				2. Issuer Name an NGM BIOPI	(Che	5. Relationship of Reporting Person(s) to Issuer Check all applicable) X Director X 10% Owner Officer (give title Other (specify											
(Last) (First) (Middle) 1 LETTERMAN DRIVE BUILDING D, SUITE DM-900			3. Date of Earliest Transaction (Month/Day/Year) 05/24/2022							below) below)							
(Street) SAN FRANCISCO CA 94129											. Individual or Joint/Group Filing (Check Applicable ine) X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(St	ate) (Z	tip)								1 0100						
		Table	I - Non-Deriva	tive Securities Acquired, Disposed of, or Bene							cially 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 a			5)	5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Direct I	. Nature of ndirect eneficial wnership nstr. 4)		
					Code	v	Amount	nt (A) or Price			Reported Transaction(s) (Instr. 3 and 4)						
Common	Stock		05/24/2022		P		17,240	A	\$13.36	8(1)	1,452	,674			ee ootnote ⁽²⁾		
Common	Stock		05/24/2022		P		588	A	\$13.36	8 ⁽¹⁾	49,5	575			ee ootnote ⁽³⁾		
Common	Stock		05/25/2022		P		41,863	A	\$13.434	19 ⁽⁴⁾	1,494	,537			ee ootnote ⁽²⁾		
Common	Stock		05/25/2022		P		1,429	A	\$13.434	19 ⁽⁴⁾	51,0	004			ee ootnote ⁽³⁾		
Common	Stock										11,103	3,333			ee ootnote ⁽⁵⁾		
Common	Stock										858,	035			ee ootnote ⁽⁶⁾		
Common Stock										968,	990			See footnote ⁽⁷⁾			
Common Stock										2,265,758				ee ootnote ⁽⁸⁾			
Common Stock										1,298,908				See footnote ⁽⁹⁾			
Common Stock										1,298,908				See footnote ⁽¹⁰⁾			
Common Stock										100,000				See footnote ⁽¹¹⁾			
Common Stock										100,000				ee ootnote ⁽¹²⁾			
Common Stock											80,000			D			
Common	Stock						110,000				ee ootnote ⁽¹³⁾						
		Tal		ve Securities <i>A</i> its, calls, warra							Owned	ı					
Derivative Conversion Date Security Or Exercise (Month/Day/Year) if		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8) 5. Nul of Deriv. Secul Acqu (A) or Dispo of (D) (Instr. and 5	mber (ative (rities ired (osed (. 3, 4	6. Date Expirati	Exercisable a on Date Day/Year)	and 7 A S U D S	. Title and mount of eccurities inderlying erivative eccurity (Inst and 4)	8. Price of Derivative Security (Instr. 5)		vative derivative rity Securities		10. Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	Beneficial Ownership (Instr. 4)			

		-													
		Tal	ole II - Derivati	ve Se	curit	ies /	Acqu	ired, Disp	osed of,	or Be	rfeffefal	ly Owne	d		
			(e.g., pt	its. ca	ills. v	varra	nts.	options,	onvertib	le se	or Caurities	h -			
			(5.9., 60	, ,	,, .		,,,,	Date	Expiration	0.00	of				
1. Title of	2.	3. Transaction	3A. Deemed	⊈ ode	v	(5A)Nu	m(D)er	6xDecties Elaker	isΩadde and	7itTétl	e Salmadres	8. Price of	9. Number of	10.	11. Nature
Derivative			Execution Date,	Transa		of .		Expiration D		Amou		Derivative	derivative	Ownership	of Indirect
		e(\$Month/Day/Year)	if any	Code (ative/			Secur		Security	Securities	Form:	Beneficial
(Instr. 3) I. The price i	Price of reported in Col	umn 4 is a weighted a	(Month/Day/Year) average price. These ssuer or the staff of th	shares w	ere pur	Secu chased	rities in mu	ltiple transactio	ns at prices ra	" Under	r lying 011 313.19	to \$13.50, inc	Beneficially clusive The Repo	" Direct (D)	Ownership (instr. 4)
provide to the	e issueriany se	curity holder of the I	ssuer or the staff of th	ie Secur	ities Ex	change	Comr	nission, upon re	equest, full in	formatio	n regarding Ity (Instr.	the number of	of securities purch	aspd af pach s	eparate
orice within t	the ranges set for	orth in this footnote (1) to this Form 4.			Disp				3 and			Reported	(1) (111311. 4)	-
2. The securi	ties are directly	• v held by The Columi	n Group IV, LP ("TC	G IV LP	"). The			in IV GP. LP ('	TCG IV GP I			oartner of TC		be deemed to	have voting
and investme	ent power with	respect to these secur	rities. TCG IV GP LL	C ("TC	σΊV LI	_(Inst	rti 3e ⊈ e	neral partner of	TCG IV GP	LP and	the ultimate	general parti	ne (Instret) GIVLP	and may be d	eemed to
nave voting a	and investment	power with respect to	o these securities. The	e manag	ing mer	n and !	TCC	IV LLC are D	avid Goeddel	a mem	ber of the is	suer's board	of directors, Peter	Svennilson an	d Tim
Kutzkev (col	lectively, the "	TCG IV Managing M	lembers"). The TCG	IV Mana	ging M	ember	s mav	be deemed to s	hare voting an	d invest	ment powe	r with respect	to such securities	. TCG IV GP	LP. TCG
			bers disclaim benefic												
The cocuri	tion are directly	, hold by The Column	n Group IV-A, LP ("T	CC IV	Λ T D'')	TCC	IV CD	I D is the gener	al partner of T	rcc IV	A I D and r	narrha daama	d to have veting	nd investment	noror
with respect t	to those securit	ios TCC IVII Cist	the general partner of	TCC IX	CDID	and th	o ultir	nate general na	rtnor of TCC	ICG IV-	A LP dilu i	nay be deeme	tu to nave voing a	weetment pow	or with
ospost to the	so cocurities. T	he managing membe	ers of TCG IV LLC at	o the T	CIVA	Anna a	ng Mo	mbors. The TC	C IV Managir	og Mom	Amount	e deemed to i	have voting and in	vestment pow	or with
espect to the	ch cocurities. T		IV LLC and each of t	bo TCC	IV Mar	nanagi	Momb	ore disclaim be	noficial owno	rchin of	those recur	itios avcent t	o the extent of the	ir respective p	ocupiary
	ch securities.	CG IV GF LF, ICG	IV LLC and each of t	ile I CG	I V IVIAI	iaging	Wieiiiu			isinp or	www.	mes, except t	o the extent of the	ii respective p	ecumary
				Codo		. (4)	· (D)	Date	Expiration	· Title	Charac				.
1 The price r	reported in Cal-	ump 4 is a registered	arraraga prica Thaca	Loue.	y	alkblad	ינטני	Exercisable	Date	Latitue f.	~2[[@[@S]=	to \$12 EO inc	olucius The Deno	eting Dorcon w	adortalises to

- 4. The price reported in Column 4 is a weighted average price. These shapes were purchased in hultiple transactions at prices rangiffer from \$13.25 to \$13.50, 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.
- 5. 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.
- 6. 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.
- 7. 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
- 8. 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.
- 9. 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 the 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.
- 10. 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 the each of the TCG III Managing Partners disclaims beneficial ownership of these securities, except to the extent of their respective necessary interest in such securities.
- 11. 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.
- 12. 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.
- 13. 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 05/26/2022

** 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.