

OMB APPROVAL

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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

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*<br><u>GOEDDEL DAVID V</u>                     | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>NGM BIOPHARMACEUTICALS INC</u> [ <u>NGM</u> ] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below) |
| (Last) (First) (Middle)<br><u>1 LETTERMAN DRIVE</u><br><u>BUILDING D, SUITE DM-900</u> | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>01/30/2023</u>                                  |  |
| (Street)<br><u>SAN FRANCISCO</u> <u>CA</u> <u>94129</u>                                | 4. If Amendment, Date of Original Filed (Month/Day/Year)   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person  |
| (City) (State) (Zip)   |  |  |

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                    | 01/30/2023                           |  | P                              |   | 7,542   | A          | \$4.9996 <sup>(1)</sup> | 750,501   | I  | See footnotes <sup>(2)(3)</sup>                       |
| Common Stock                    | 01/31/2023                           |  | P                              |   | 176,730   | A          | \$4.9986 <sup>(4)</sup> | 927,231   | I  | See footnotes <sup>(2)(3)</sup>                       |
| Common Stock                    |                                      |  |                                |   |   |            |                         | 130,000   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |                         | 190,000   | I  | See footnote <sup>(5)</sup>                           |
| Common Stock                    |                                      |  |                                |   |   |            |                         | 2,650,177   | I  | See footnote <sup>(6)</sup>                           |
| Common Stock                    |                                      |  |                                |   |   |            |                         | 90,442  | I  | See footnote <sup>(7)</sup>                           |
| Common Stock                    |                                      |  |                                |   |   |            |                         | 11,103,333  | I  | See footnote <sup>(8)</sup>                           |
| Common Stock                    |                                      |  |                                |   |   |            |                         | 858,035   | I  | See footnote <sup>(9)</sup>                           |
| Common Stock                    |                                      |  |                                |   |   |            |                         | 968,990   | I  | See footnote <sup>(10)</sup>                          |
| Common Stock                    |                                      |  |                                |   |   |            |                         | 2,265,758   | I  | See footnote <sup>(11)</sup>                          |
| Common Stock                    |                                      |  |                                |   |   |            |                         | 1,298,908   | I  | See footnote <sup>(12)</sup>                          |
| Common Stock                    |                                      |  |                                |   |   |            |                         | 1,298,908   | I  | See footnote <sup>(13)</sup>                          |
| Common Stock                    |                                      |  |                                |   |   |            |                         | 100,000   | I  | See footnote <sup>(14)</sup>                          |
| Common Stock                    |                                      |  |                                |   |   |            |                         | 100,000   | I  | See footnote <sup>(15)</sup>                          |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

[illegible]

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  |   |                                      |  |        |                             |   |                                  |  |  |  |  |   |  |
|---|---|--------------------------------------|--|--------|-----------------------------|---|----------------------------------|--|--|--|--|---|--|
| 1. Title of Derivative Explanation (Instr. 3)   | 2. Conversion or Exercise Date (Month/Day/Year) | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | Code V | Transaction Code (Instr. 8) | (A) Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | Expiration Date (Month/Day/Year) | Exercise or Expiration Date (Month/Day/Year) | Title of 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) |
| <p>1. The price reported in Column 4 is a weighted average price. These shares were acquired in multiple transactions at prices ranging from \$4.99 to \$5.00, inclusive. The Reporting Persons undertake to provide to the issuer, the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares acquired at each separate price within the ranges set forth in this footnote 1 to this Form 4.</p> <p>2. The securities are directly held by The Column Group Opportunity III, LP ("TCG Opportunity III LP"). The Column Group Opportunity III GP, LP ("TCG Opportunity III GP 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 LP 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, Peter Svennilson and Tim Kutzkey (collectively, the "TCG Managing Members").</p> <p>3. (Continued from Footnote 2) The TCG Managing Members may be deemed to share voting, investment and dispositive power with respect to such securities. TCG Opportunity III GP LP, TCG Opportunity III GP LLC and each of the TCG Managing Members disclaim beneficial ownership of these securities, except to the extent of their respective pecuniary interest in such securities.</p> <p>4. The price reported in Column 4 is a weighted average price. These shares were acquired in multiple transactions at prices ranging from \$4.99 to \$5.00, inclusive. The Reporting Persons undertake to provide to the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares acquired at each separate price within the ranges set forth in this footnote 4 to this Form 4.</p> <p>5. The securities are directly held by the David V. Goeddel and Alena Z. Goeddel 2004 Trust and the Alena Z. Goeddel Irrevocable Trust for which the Reporting Person and Alena Z. Goeddel serve as co-trustee.</p> <p>6. 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, investment and dispositive 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, investment and dispositive power with respect to these securities. The managing members of TCG IV LLC are the TCG Managing Members. The TCG Managing Members may be deemed to share voting, investment and dispositive power with respect to such securities. TCG IV GP LP, TCG IV LLC and each of the TCG Managing Members disclaim beneficial ownership of these securities, except to the extent of their respective pecuniary interest in such securities.</p> <p>7. The securities are directly held by The Column Group IV-A, LP ("TCG IV-A LP"). TCG IV GP LP is the general partner of TCG IV-A LP and may be deemed to have voting, investment and dispositive 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, investment and dispositive power with respect to these securities. The managing members of TCG IV LLC are the TCG Managing Members. The TCG Managing Members may be deemed to share voting, investment and dispositive power with respect to such securities. TCG IV GP LP, TCG IV LLC and each of the TCG Managing Members disclaim beneficial ownership of these securities, except to the extent of their respective pecuniary interest in such securities.</p> <p>8. 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, investment and dispositive 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 (collectively, the "TCG Managing Partners"). The TCG Managing Partners may be deemed to share voting, investment and dispositive 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.</p> <p>9. 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, investment and dispositive power with respect to these securities. The managing partners of TCG III GP are the TCG Managing Members. The TCG Managing Members may be deemed to share voting, investment and dispositive power with respect to such securities. TCG III GP and each of the TCG Managing Members disclaim beneficial ownership of these securities, except to the extent of their respective pecuniary interest in such securities.</p> <p>10. 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, investment and dispositive power with respect to these securities. The managing partners of TCG III GP are the TCG Managing Members. The TCG Managing Members may be deemed to share voting, investment and dispositive power with respect to such securities. TCG III GP and each of the TCG Managing Members disclaim beneficial ownership of these securities, except to the extent of their respective pecuniary interest in such securities.</p> <p>11. 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, investment and dispositive 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, investment and dispositive 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.</p> <p>12. 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, investment and dispositive power with respect to these securities. The managing members of Ponoi LLC are the TCG Managing Members. The TCG Managing Members may be deemed to share voting, investment and dispositive power with respect to such securities. Ponoi LLC and each of the TCG Managing Members disclaim beneficial ownership of these securities, except to the extent of their respective pecuniary interest in such securities.</p> <p>13. 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, investment and dispositive power with respect to these securities. The managing members of Ponoi II LLC are the TCG Managing Members. The TCG Managing Members may be deemed to share voting, investment and dispositive power with respect to such securities. Ponoi II LLC and each of the TCG Managing Members disclaim beneficial ownership of these securities, except to the extent of their respective pecuniary interest in such securities.</p> <p>14. The securities are directly held by TCG GP. The managing members of TCG GP are the TCG Managing Partners. The TCG Managing Partners may be deemed to share voting, investment and dispositive 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.</p> <p>15. The securities are directly held by The Column Group Management LP ("TCGM LP"). The managing partners of TCGM LP are the TCG Managing Members. The TCG Managing Members may be deemed to share voting, investment and dispositive power with respect to such securities. Each of the TCG Managing Members disclaim beneficial ownership of these securities, except to the extent of their respective pecuniary interest in such securities.</p> |   |                                      |  |        |                             |   |                                  |  |  |  |  |   |  |
| <b>Remarks:</b>   |   |                                      |  |        |                             |   |                                  |  |  |  |  |   |  |
| <u>/s/ James Evangelista,</u><br><u>Attorney-in-fact</u>  |   |                                      |  |        |                             |   |                                  |  |  |  | <u>02/01/2023</u>  |   |  |
| ** 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.  |   |                                      |  |        |                             |   |                                  |  |  |  |  |   |  |