

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

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person * <u>Hooper Suzanne Sawochka</u> (Last) (First) (Middle) <u>333 OYSTER POINT BOULEVARD</u> (Street) <u>SOUTH SAN FRANCISCO</u> <u>CA</u> <u>94080</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NGM BIOPHARMACEUTICALS INC [</u> <u>NGM]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>05/15/2019</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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			

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	Date Exercisable	Expiration Date					
Stock Option (Right to Buy) ⁽¹⁾	\$13.35	05/15/2019		A				(2) 05/14/2029	Common Stock 38,000	\$0.00	38,000	D	
Stock Option (Right to Buy) ⁽¹⁾	\$13.35	05/15/2019		A				(3) 05/14/2019	Common Stock 24,000	\$0.00	24,000	D	

Explanation of Responses:

1. Issued pursuant to the Amended and Restated 2018 Equity Incentive Plan.
2. The stock option shall vest over a three-year period, with 1/3rd of the shares vesting on August 10, 2019, and the remainder vesting in eight (8) equal quarterly installments thereafter, such that the option shall be fully vested on August 10, 2021, subject to the Reporting Person's Continuous Service (as defined in the Amended and Restated 2018 Equity Incentive Plan) on each applicable vesting date.
3. The stock option shall vest in four (4) approximately equal quarterly installments, such that the option shall be fully vested on the earlier of (i) the one-year anniversary of the date of grant and (ii) the day prior to the next Issuer's annual stockholder meeting held after the effective date of the initial public offering, subject to the Reporting Person's Continuous Service (as defined in the Amended and Restated 2018 Equity Incentive Plan) on each applicable vesting date.

Remarks:

/s/ William J. Rieflin, Attorney-in-Fact 05/17/2019

** 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.