

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

<p>1. Name and Address of Reporting Person*</p> <p><u>GOEDDEL DAVID V</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>1 LETTERMAN DRIVE</u></p> <p><u>BUILDING D, SUITE DM-900</u></p> <hr/> <p>(Street)</p> <p><u>SAN</u> <u>CA</u> <u>94129</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>NGM BIOPHARMACEUTICALS INC</u> [<u>NGM</u>]</p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>05/13/2022</u></p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</p> <p>Officer (give title below) Other (specify below)</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
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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			
Common Stock	05/13/2022		P		125,096	A	(1)	1,218,279	I	See footnote(2)
Common Stock	05/13/2022		P		4,269	A	(1)	41,577	I	See footnote(3)
Common Stock	05/16/2022		P		32,072	A	\$12.9015(4)	1,250,351	I	See footnote(2)
Common Stock	05/16/2022		P		1,094	A	\$12.9015(4)	42,671	I	See footnote(3)
Common Stock								11,103,333	I	See footnote(5)
Common Stock								858,035	I	See footnote(6)
Common Stock								968,990	I	See footnote(7)
Common Stock								2,265,758	I	See footnote(8)
Common Stock								1,298,908	I	See footnote(9)
Common Stock								1,298,908	I	See footnote(10)
Common Stock								100,000	I	See footnote(11)
Common Stock								100,000	I	See footnote(12)
Common Stock								80,000	D	
Common Stock								110,000	I	See footnote(13)

**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)											4. or Beneficially Owned
1. Title of Derivative Security (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)	6. Amount or Number of Derivative Securities Acquired or Disposed of (Instr. 3, 4 and 5)	7. Date Exercisable or Expiration Date (Month/Day/Year)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
<p>1. Represents a purchase of common stock pursuant to a block trade at a price of \$11.29 per share.</p> <p>2. 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 and investment power with respect to these securities. TCG IV GP LLC ("TCG IV GP LLC") is the ultimate general partner of TCG IV GP LP and may be deemed to have voting and investment power with respect to these securities. The managing members of TCG IV GP LLC are David Goeddel, a member of the issuer's board of directors, Peter Svennilson and Tim Kutzkey (collectively, the "TCG IV Managing Members"). The TCG IV Managing Members may be deemed to share voting and investment power with respect to these securities. TCG IV GP LP, TCG IV LLC and each of the TCG IV Managing Members disclaim beneficial ownership of these securities, except to the extent of their respective pecuniary interest in such securities.</p> <p>3. 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 and investment 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 and investment power with respect to these securities. The managing members of TCG IV LLC are the TCG IV Managing Members. The TCG IV Managing Members may be deemed to share voting and investment power with respect to such securities. TCG IV GP LP, TCG IV LLC and each of the TCG IV 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 purchased in multiple transactions at prices ranging from \$5 to \$13.00, 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, information regarding the number of securities purchased at each separate price within the ranges set forth in this footnote (4) to this Form 4.</p>											

Remarks:

/s/ James Evangelista,
Attorney-in-fact
05/17/2022
** 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.