

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>GOEDEL DAVID V</u> (Last) (First) (Middle) 1 LETTERMAN DRIVE BUILDING D, SUITE DM-900 (Street) SAN FRANCISCO CA 94129 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NGM BIOPHARMACEUTICALS INC [NGM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 04/05/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
	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		134,180	D	(1)(2)	0	D	
Common Stock	04/05/2024		D		190,000	D	(1)(2)	0	I	See footnote ⁽³⁾
Common Stock	04/05/2024		D		949,862	D	(1)(2)	0	I	See footnotes ⁽⁴⁾⁽⁵⁾
Common Stock	04/05/2024		D		2,650,177	D	(1)(2)	0	I	See footnote ⁽⁶⁾
Common Stock	04/05/2024		D		90,442	D	(1)(2)	0	I	See footnote ⁽⁷⁾
Common Stock	04/05/2024		D		11,103,333	D	(1)(2)	0	I	See footnote ⁽⁸⁾
Common Stock	04/05/2024		D		858,035	D	(1)(2)	0	I	See footnote ⁽⁹⁾
Common Stock	04/05/2024		D		968,990	D	(1)(2)	0	I	See footnote ⁽¹⁰⁾
Common Stock	04/05/2024		D		2,265,758	D	(1)(2)	0	I	See footnote ⁽¹¹⁾
Common Stock	04/05/2024		D		1,298,908	D	(1)(2)	0	I	See footnote ⁽¹²⁾
Common Stock	04/05/2024		D		1,298,908	D	(1)(2)	0	I	See footnote ⁽¹³⁾
Common Stock	04/05/2024		D		100,000	D	(1)(2)	0	I	See footnote ⁽¹⁴⁾
Common Stock	04/05/2024		D		100,000	D	(1)(2)	0	I	See footnote ⁽¹⁵⁾
Common Stock	04/05/2024		J		1,000	A	(16)	1,000	I	See footnote ⁽¹⁶⁾

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					

**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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$3.69 ⁽¹⁷⁾	04/05/2024		D			78,407	(17)	05/09/2033 ⁽¹⁷⁾	Common Stock	78,407	(17)	0	D	
Stock Option (Right to Buy)	\$13.35 ⁽¹⁷⁾	04/05/2024		D			24,222	(17)	05/07/2032 ⁽¹⁷⁾	Common Stock	24,222	(17)	0	D	
Stock Option (Right to Buy)	\$17.24 ⁽¹⁷⁾	04/05/2024		D			19,619	(17)	06/07/2031 ⁽¹⁷⁾	Common Stock	19,619	(17)	0	D	
Stock Option (Right to Buy)	\$13.35 ⁽¹⁷⁾	04/05/2024		D			24,000	(17)	05/14/2029 ⁽¹⁷⁾	Common Stock	24,000	(17)	0	D	
Stock Option (Right to Buy)	\$20.37 ⁽¹⁷⁾	04/05/2024		D			16,806	(17)	05/19/2030 ⁽¹⁷⁾	Common Stock	16,806	(17)	0	D	

Explanation of Responses:

- On February 25, 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 5, 2024 (the "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, Pono Capital, LP and Pono Capital II, LP (the "TCG Rollover Agreement"). (cont'd in FN2)
- (cont'd from FN1) 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. Goettel (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.
- The securities were directly held by the David V. Goettel and Alena Z. Goettel 2004 Trust and the Alena Z. Goettel Irrevocable Trust for which the Reporting Person and Alena Z. Goettel serve as co-trustee.
- The securities were 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, 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 Goettel, a member of the issuer's board of directors, Peter Svennilson and Tim Kutzkey (collectively, the "TCG Managing Members"). (cont'd in FN5)
- (cont'd from FN 4) 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.
- The securities were 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.
- The securities were 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.
- The securities were directly held by TCG 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.
- The securities were 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.
- The securities were 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.
- The securities were 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.
- The securities were directly held by Pono Capital, LP ("Pono LP"). Pono Management, LLC ("Pono LLC") is the general partner of Pono LP and may be deemed to have voting, investment and dispositive power with respect to these securities. The managing members of Pono 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. Pono 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.
- The securities were directly held by Pono Capital II, LP ("Pono II LP"). Pono II Management, LLC ("Pono II LLC") is the general partner of Pono II LP and may be deemed to have voting, investment and dispositive power with respect to these securities. The managing members of Pono 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. Pono 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.
- The securities were 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.
- The securities were 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.
- At the Effective Time, Purchaser merged with and into the Issuer pursuant to Section 251(h) of the Delaware General Corporation Law, with the Issuer surviving as a wholly-owned subsidiary of the Parent. As a result, Parent holds all of the issued and outstanding shares of common stock (equaling 1,000 shares) of the Issuer. TCG LP owns 28.1% of Parent and is the general partner of Parent. Peter Svennilson and Dr. Goettel are the managing partners of TCG GP, which is the general partner of TCG LP.
- Pursuant to the Merger Agreement, as of the Effective Time, each option was canceled for no consideration due to the exercise price of each such option exceeding the offer price of \$1.55 per share.

/s/ James Evangelista, Attorney-
in-fact

04/08/2024
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.