

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K/A

(Amendment No. 1)

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): April 26, 2022

NGM Biopharmaceuticals, Inc.
(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38853
(Commission
File Number)

26-1679911
(IRS Employer
Identification No.)

333 Oyster Point Boulevard
South San Francisco, CA
(Address of Principal Executive Offices)

94080
(Zip Code)

(650) 243-5555
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	NGM	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Explanatory Note

On March 10, 2022, NGM Biopharmaceuticals, Inc. (the “*Company*”) filed a Current Report on Form 8-K (the “*Original Form 8-K*”) disclosing that, on March 10, 2022, the Company received notice from Fidelity Investments Institutional Services Company (“*Fidelity*”) advising of an upcoming blackout period (the “*Blackout Period*”) with respect to the NGM Biopharmaceuticals Matching Plan and the NGM Biopharmaceuticals 401(k) Plan (respectively, the “*Matching Plan*” and the “*401(k) Plan*”), each of which include funds that are invested in the Company’s common stock, due to the merger of the Matching Plan into the 401(k) Plan. The Company also disclosed in the Original Form 8-K that the Blackout Period was expected to end on May 13, 2022.

This Amendment No. 1 to the Original Form 8-K (“*Amendment*”) is being filed solely to disclose that, on April 26, 2022, the Company received notice from Fidelity that the Blackout Period ended earlier than expected.

Other than providing the update in Item 5.04 below, no updates have been made to the Original Form 8-K. Accordingly, this Amendment should be read in conjunction with the Original Form 8-K.

Item 5.04 Temporary Suspension of Trading under Registrant’s Employee Benefit Plans

On April 26, 2022, the Company received notice from Fidelity that the Blackout Period ended earlier than expected on April 26, 2022.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: April 28, 2022

NGM Biopharmaceuticals, Inc.

By: /s/ Valerie Pierce
Valerie Pierce
*Secretary, Senior Vice President, General Counsel and Chief
Compliance Officer*