FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

| Washington, | D.C. | 20549 | |
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|-------------|------|-------|--|

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 Estimated average burden hours per response: 0.5

11. Nature of Indirect Beneficial Ownership (Instr. 4)

| | | | or Section 30(ff) of the investment Company Act of 1940 | | | | |
|--|-------------------------|--------------------|--|-------------------|---|-------|--|
| 1. Name and Address of Reporting Person* COLUMN GROUP L P | | | 2. Issuer Name and Ticker or Trading Symbol NGM BIOPHARMACEUTICALS INC [NGM] | | tionship of Reporting all applicable) Director Officer (give title | Perso | on(s) to Issuer 10% Owner Other (specify |
| (Last) | (First) | (Middle) | | | below) | | below) |
| 1 LETTERMAN BUILDING D, | N DRIVE SUITE DM-900 | | 3. Date of Earliest Transaction (Month/Day/Year) 05/31/2022 | | | | |
| (Street) SAN FRANCISCO | CA | 94129 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) | ridual or Joint/Group Form filed by One Form filed by More Person | Repor | ting Person |
| (City) | (State) | (Zip) | | | | | |
| | Tal | ole I - Non-Deriva | tive Securities Acquired, Disposed of, or Benef | icially | Owned | | |

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | | ansaction de (Instr. Disposed Of (D) (Instr. 3, 4 and 5) Securities Beneficial Owned Following | | | Following | 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 | Reported Transaction(s) (Instr. 3 and 4) | | ,, | |
| Common Stock | 05/31/2022 | | P | | 59,766 | A | \$13.4658 ⁽¹⁾ | 1,576,458 | I | See footnote ⁽²⁾ | |
| Common Stock | 05/31/2022 | | P | | 2,040 | A | \$13.4658 ⁽¹⁾ | 53,800 | I | See footnote ⁽³⁾ | |
| Common Stock | 06/01/2022 | | P | | 88,964 | A | \$13.45 ⁽⁴⁾ | 1,665,422 | I | See footnote ⁽²⁾ | |
| Common Stock | 06/01/2022 | | P | | 3,036 | A | \$13.45 ⁽⁴⁾ | 56,836 | I | See footnote ⁽³⁾ | |
| Common Stock | | | | | | | | 11,103,333 | D (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 | | | | | | | | 15,000 | I | See footnote ⁽¹³⁾ | |
| Common Stock | | | | | | | | 44,000 | I | See footnote(14) | |

| Common | Stock | | | | | | | | | 44, | 000 | | 1 | foo |
|--|---|--------------------------|---|---|---|----------|---|----------------------------|----------------------|---|--|---|--|----------|
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | d | | | | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 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) | Expirati | Exercisable an ion Date Day/Year) | An Se Ur De Se | nount of curities | 8. Price of Derivative Security (Instr. 5) | 9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | , | 10. Ownersh Form: Direct (E or Indire (I) (Instr. |) oct |

| 1. Title of | | | | | | | Date | Expiration | | ot | | | |
|------------------------------|---|--|-------------------------------|-----------|----------------|--|---------------------|--------------------|--|--|---------------------------|--|--|
| Derivative | 2. Conversion | 3. Transaction Date | 3A. Deemed Execution Date, | | pn of | Num(De)r | Expiration De | ate | Amou | | 8. Price of Derivative | 9. Number of derivative | 10. Ownershi |
| COLUI | or Exercise Charless of Perivative () Security | (Month/Day/Year) * Reporting Person* UP L P | if any (Month/Day/Year) | Code (Ins | Se Ac (A | rivative curities quired or sposed | (Month/Day/\ | rear) | Secur Under Deriva Secur 3 and | rlying ative rity (Instr. | Security (Instr. 5) | Securities Beneficially Owned Following Reported | Form: Direct (D) or Indirec (I) (Instr. 4 |
| (Last) | RMAN DE | (First) | (Middle) | | of (In | (D) str. 3, 4 d 5) | | | | | | Transaction(s) (Instr. 4) | |
| BUILDI | NG D, SUI | ГЕ DM-900 | | | | | | | | | | | |
| Street) SAN FRANCI | SCO | CA | 94129 | Code V | (A |) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| (City) | (| (State) | (Zip) | | | | | | | | | | |
| | | Reporting Person* UP GP, LP | | | | | | | | | | | |
| (Last) | ENS STRI | (First) | (Middle) | | | | | | | | | | |
| SUITE 5 | | SE I | | | | | | | | | | | |
| (Street) | | CA | 94158 | | | | | | | | | | |
| FRANCI | SCO | | | | | | | | | | | | |
| (City) | | (State) | (Zip) | | | | | | | | | | |
| | | Reporting Person* UP III, LP | | | | | | | | | | | |
| (Last) 1700 OW SUITE 5 | ENS STRE | (First) EET | (Middle) | | | | | | | | | | |
| (Street) SAN FRANCI | SCO (| CA | 94158 | | | | | | | | | | |
| (City) | (| (State) | (Zip) | | | | | | | | | | |
| | | Reporting Person* UP III-A, LP | | | | | | | | | | | |
| (Last) 1700 OW SUITE 5 | ENS STRE | (First) EET | (Middle) | | | | | | | | | | |
| (Street) SAN FRANCI | SCO | CA | 94158 | | | | | | | | | | |
| (City) | | (State) | (Zip) | | | | | | | | | | |
| | d Address of Group I | Reporting Person* V, \underline{LP} | | | | | | | | | | | |
| | | | | | | | | | | | | | |

11. Nature of Indirect Beneficial Ownership (Instr. 4)

1. Name and Address of Reporting Person*

<u>Column Group IV-A, LP</u>

CA

(State)

94129

(Zip)

(Street) SAN

(City)

FRANCISCO

| - | | | | | | | | | | |
|--------------------------|----------------------|----------|--|--|--|--|--|--|--|--|
| (Last) | (First) | (Middle) | | | | | | | | |
| 1 LETTERMAN | DRIVE | | | | | | | | | |
| BUILDING D, SUITE DM-900 | | | | | | | | | | |
| , | | | | | | | | | | |
| (Street) | | | | | | | | | | |
| SAN FRANCISCO | CA | 94129 | | | | | | | | |
| | | | | | | | | | | |
| (City) | (State) | (Zip) | | | | | | | | |
| 1. Name and Address | of Reporting Person* | | | | | | | | | |
| Column Group | <u>o IV GP, LP</u> | | | | | | | | | |
| | | | | | | | | | | |
| (Last) | (First) | (Middle) | | | | | | | | |
| 1 LETTERMAN | | | | | | | | | | |
| BUILDING D, SU | UITE DM-900 | | | | | | | | | |
| (Ctroot) | | | | | | | | | | |
| (Street) SAN | | | | | | | | | | |
| FRANCISCO | CA | 94129 | | | | | | | | |
| | | | | | | | | | | |
| (City) | (State) | (Zip) | | | | | | | | |
| 1. Name and Address | of Reporting Person* | | | | | | | | | |
| TCG IV GP, L | <u>LC</u> | | | | | | | | | |
| , | | | | | | | | | | |
| (Last) | (First) | (Middle) | | | | | | | | |
| 1 LETTERMAN DRIVE | | | | | | | | | | |
| BUILDING D, SU | UITE DM-900 | | | | | | | | | |
| (Street) | | | | | | | | | | |
| SAN | | | | | | | | | | |
| FRANCISCO | CA | 94129 | | | | | | | | |
| | | | | | | | | | | |

Explanation of Responses:

- 1. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$13.37 to \$13.50, 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, full information regarding the number of securities purchased at each separate price within the ranges set forth in this footnote (1) to this Form 4.
- 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 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 and investment power with respect to these securities. The managing members of TCG IV 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 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.
- 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-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.
- 4. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$13.105 to \$13.50, 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, full information regarding the number of securities purchased at each separate price within the ranges set forth in this footnote (4) to this Form 4.
- 5. 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 and investment power with respect to these securities. The managing partners of TCG GP are David Goeddel, a member of the issuer's board of directors and Peter Svennilson (the "TCG Managing Partners"). The TCG Managing Partners may be deemed to share voting and investment 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.
- 6. 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 and investment power with respect to these securities. The managing partners of TCG III GP are David Goeddel, a member of the issuer's board of directors, Peter Svennilson and Tim Kutzkey (collectively, the "TCG III Managing Partners"). The TCG III GP Managing Partners may be deemed to share voting and investment power with respect to such securities. TCG III GP and each of the TCG III Managing Partners disclaim beneficial ownership of these securities, except to the extent of their respective pecuniary interest in such securities.
- 7. 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 and investment power with respect to these securities. The managing partners of TCG III GP Managing Partners. The TCG III Managing Partners may be deemed to share voting and investment power with respect to such securities. TCG III GP and each of the TCG III Managing Partners disclaim beneficial ownership of these securities, except to the extent of their respective pecuniary interest in such securities.
- 8. The securities are directly held by The Column Group II, LP ("TCG II LP"). The Column Group II GP LP ("TCG II GP") is the general partner of TCG II LP and may be deemed to have voting and investment 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 and investment 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.
- 9. 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 and investment power with respect to these securities. The managing members of Ponoi LLC are the Ponoi Managing Partners. The TCG III Managing Partners may be deemed to share voting and investment power with respect to such securities. Ponoi LLC and the each of the TCG III Managing Partners disclaims beneficial ownership of these securities, except to the extent of their respective pecuniary interest in such securities.
- 10. 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 and investment power with respect to these securities. The managing members of Ponoi II LLC are the TCG III Managing Partners. The TCG III Managing Partners may be deemed to share voting and investment power with respect to such securities. Ponoi II LLC and the each of the TCG III Managing Partners disclaims beneficial ownership of these securities, except to the extent of their respective necuniary interest in such securities.
- 11. The securities are directly held by TCG GP. The managing partners of TCG GP are the TCG Managing Partners. The TCG Managing Partners may be deemed to share voting and investment 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.
- 12. The securities are directly held by The Column Group Management LP ("TCGM LP"). The managing partners of TCGM LP are the TCG Managing Partners. The TCG Managing Partners may be deemed to share voting and investment 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.
- $13. \ The \ securities \ are \ owned \ solely \ by \ Tim \ Kutzkey.$
- 14. The securities are directly held by Peter Svennilson.

Remarks:

| /s/ James Evangelista, as Attorney-in-fact for The Column Group GP, LP | 06/02/2022 |
|---|------------|
| /s/ James Evangelista, as Attorney-in-fact for The Column Group III LP | 06/02/2022 |
| /s/ James Evangelista, as Attorney-in-fact for The Column Group III-A LP | 06/02/2022 |
| /s/ James Evangelista, as Attorney-in-fact for The Column Group III GP LP | 06/02/2022 |
| /s/ James Evangelista, as Attorney-in-fact for The Column Group IV LP | 06/02/2022 |
| /s/ James Evangelista, as Attorney-in-fact for The Column Group IV-A LP | 06/02/2022 |
| /s/ James Evangelista, as Attorney-in-fact for The Column Group IV GP LP | 06/02/2022 |
| /s/ James Evangelista, as Attorney-in-fact for TCG IV GP LLC | 06/02/2022 |
| ** Signature of Reporting Person | Date |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

 $^{^{\}star}$ 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).