

☐ 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

1. Name and Address of Reporting Person* <u>GOEDEL DAVID V</u>  (Last) (First) (Middle) <u>1 LETTERMAN DRIVE</u> <u>BUILDING D, SUITE DM-900</u>  (Street) <u>SAN FRANCISCO</u> <u>CA</u> <u>94129</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NGM BIOPHARMACEUTICALS INC [</u> <u>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) <u>10/17/2022</u>	
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  Form filed by More than One Reporting Person

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	10/17/2022		P		50,000	A	\$3.1828 <sup>(1)</sup>	130,000	D	
Common Stock	10/18/2022		P		80,000	A	\$3.7907	190,000	I	See footnote <sup>(2)</sup>
Common Stock								2,650,177	I	See footnote <sup>(3)</sup>
Common Stock								90,442	I	See footnote <sup>(4)</sup>
Common Stock								11,103,333	I	See footnote <sup>(5)</sup>
Common Stock								858,035	I	See footnote <sup>(6)</sup>
Common Stock								968,990	I	See footnote <sup>(7)</sup>
Common Stock								2,265,758	I	See footnote <sup>(8)</sup>
Common Stock								1,298,908	I	See footnote <sup>(9)</sup>
Common Stock								1,298,908	I	See footnote <sup>(10)</sup>
Common Stock								100,000	I	See footnote <sup>(11)</sup>
Common Stock								100,000	I	See footnote <sup>(12)</sup>

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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were acquired in multiple transactions at prices ranging from \$3.13 to \$3.20, inclusive. The reporting person undertakes to provide to the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares acquired at each separate price within the ranges set forth in this footnote 1 to this Form 4.

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.