

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

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>COLUMN GROUP L P</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) 11/15/2023 | |
| | 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 | 11/15/2023 | | P | | 16,791 | A | \$0.7075 ⁽¹⁾ | 944,022 | I | See footnotes ⁽²⁾⁽³⁾ |
| Common Stock | 11/16/2023 | | P | | 5,840 | A | \$0.6211 ⁽⁴⁾ | 949,862 | I | See footnotes ⁽²⁾⁽³⁾ |
| Common Stock | | | | | | | | 2,650,177 | I | See footnote ⁽⁵⁾ |
| Common Stock | | | | | | | | 90,442 | I | See footnote ⁽⁶⁾ |
| Common Stock | | | | | | | | 11,103,333 | D ⁽⁷⁾ | |
| Common Stock | | | | | | | | 858,035 | I | See footnote ⁽⁸⁾ |
| Common Stock | | | | | | | | 968,990 | I | See footnote ⁽⁹⁾ |
| Common Stock | | | | | | | | 2,265,758 | I | See footnote ⁽¹⁰⁾ |
| Common Stock | | | | | | | | 1,298,908 | I | See footnote ⁽¹¹⁾ |
| Common Stock | | | | | | | | 1,298,908 | I | See footnote ⁽¹²⁾ |
| Common Stock | | | | | | | | 100,000 | I | See footnote ⁽¹³⁾ |
| Common Stock | | | | | | | | 100,000 | I | See footnote ⁽¹⁴⁾ |
| Common Stock | | | | | | | | 15,000 | I | See footnote ⁽¹⁵⁾ |
| Common Stock | | | | | | | | 44,000 | 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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|---|--|
| | | | | | | | | | | | |

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 Date (Month/Day/Year) (Instr. 3) | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | Code V Transaction Code (Instr. 8) | 6. Number of Derivative Securities Acquired (A) or Disposed of (D) (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 Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|--------------------------------------|--|------------------------------------|--|---|--|--|---|--|
| COLONY GROUP LP | | | | | | | | | | |
| (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*

[Svennilson Peter](#)

(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*

[Kutzkey Tim](#)

(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*

[Ponoi Capital II, LP](#)

(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*

[Ponoi II Management, LLC](#)

(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*

[PONOI CAPITAL, LP](#)

(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*

[Ponoi Management, LLC](#)

(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 II, LP](#)

(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 Management LP](#)

(Last) (First) (Middle)
1700 OWENS STREET, SUITE 500

(Street)
SAN FRANCISCO CA 94158

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Column Group II GP, LP](#)

(Last) (First) (Middle)
1 LETTERMAN DRIVE
BUILDING D, SUITE DM-900

(Street)
SAN FRANCISCO CA 94129

(City) (State) (Zip)

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 \$0.681 to \$0.7201, inclusive. The Reporting Persons undertake 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.
2. The securities are 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 Goeddel, a member of the issuer's board of directors, Peter Svennilson and Tim Kutzkey (collectively, the "TCG Managing Members").
3. (Continued from Footnote 2) 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.
4. The price reported in Column 4 is a weighted average price. These shares were acquired in multiple transactions at prices ranging from \$0.6198 to \$0.6221, inclusive. The Reporting Persons undertake 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 4 to this Form 4.

5. 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, 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.
6. 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, 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.
7. 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, investment and dispositive 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 (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.
8. 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, 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.
9. 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, 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.
10. The securities are 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.
11. The securities are directly held by Ponoii Capital, LP ("Ponoii LP"). Ponoii Management, LLC ("Ponoii LLC") is the general partner of Ponoii LP and may be deemed to have voting, investment and dispositive power with respect to these securities. The managing members of Ponoii 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. Ponoii 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.
12. The securities are directly held by Ponoii Capital II, LP ("Ponoii II LP"). Ponoii II Management, LLC ("Ponoii II LLC") is the general partner of Ponoii II LP and may be deemed to have voting, investment and dispositive power with respect to these securities. The managing members of Ponoii 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. Ponoii 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.
13. The securities are 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.
14. The securities are 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.
15. The securities are owned solely by Tim Kutzkey.
16. The securities are directly held by Peter Svennilson.

Remarks:

Due to SEC restrictions on the number of reporting persons, this is form 1 of 3.

| | |
|---|-------------------|
| <u>/s/ James Evangelista, as Attorney-in-fact for Peter Svennilson</u> | <u>11/17/2023</u> |
| <u>/s/ James Evangelista, as Attorney-in-fact for Tim Kutzkey</u> | <u>11/17/2023</u> |
| <u>/s/ James Evangelista, as Attorney-in-fact for Ponoii Capital II LP</u> | <u>11/17/2023</u> |
| <u>/s/ James Evangelista, as Attorney-in-fact for Ponoii II Management LLC</u> | <u>11/17/2023</u> |
| <u>/s/ James Evangelista, as Attorney-in-fact for Ponoii Capital LP</u> | <u>11/17/2023</u> |
| <u>/s/ James Evangelista, as Attorney-in-fact for Ponoii Management LLC</u> | <u>11/17/2023</u> |
| <u>/s/ James Evangelista, as Attorney-in-fact for The Column Group II LP</u> | <u>11/17/2023</u> |
| <u>/s/ James Evangelista, as Attorney-in-fact for The Column Group Management, LP</u> | <u>11/17/2023</u> |
| <u>/s/ James Evangelista, as Attorney-in-fact for The Column Group II GP LP</u> | <u>11/17/2023</u> |
| <u>/s/ James Evangelista, as Attorney-in-fact for The Column Group, LP</u> | <u>11/17/2023</u> |

** 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.