

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>Merck & Co., Inc.</u> <hr/> (Last) (First) (Middle) 2000 GALLOPING HILL ROAD <hr/> (Street) KENILWORTH NJ 07033 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/03/2019	3. Issuer Name and Ticker or Trading Symbol <u>NGM BIOPHARMACEUTICALS INC [NGM]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series E Convertible Preferred Stock	(1)	(1)	Common Stock	8,833,333 ⁽¹⁾	(1)	I	See Footnote ⁽²⁾

1. Name and Address of Reporting Person* <u>Merck & Co., Inc.</u> <hr/> (Last) (First) (Middle) 2000 GALLOPING HILL ROAD <hr/> (Street) KENILWORTH NJ 07033 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>Merck Sharp & Dohme Corp.</u> <hr/> (Last) (First) (Middle) ONE MERCK DRIVE <hr/> (Street) WHITEHOUSE STATION NJ 08889 <hr/> (City) (State) (Zip)		
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Explanation of Responses:

- The number of shares of common stock reflects a 1-for-2 reverse stock split, which became effective March 22, 2019. Each share of the Issuer's Series E Preferred Stock is convertible into the Issuer's common stock on a 1-for-2 basis and has no expiration date. The number of underlying shares of common stock reported in Column 3 reflects the 1-for-2 reverse stock split pursuant to which every 2 shares of Preferred Stock will convert into one share of common stock of the Issuer, effective upon the closing of the Issuer's initial public offering, for no additional consideration.
- These securities are owned directly by Merck Sharp & Dohme Corp., which is a direct, wholly owned subsidiary of Merck & Co., Inc. ("Merck"). Merck is an indirect beneficial owner of the reported securities.

Merck & Co., Inc. /s/ Faye C.
Brown, Senior Assistant 04/03/2019
Secretary

Merck Sharp & Dohme Corp.,
/s/ Faye C. Brown, Assistant 04/03/2019
Secretary

** 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 5 (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.