

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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 &amp; Co., Inc.</u>  (Last) (First) (Middle) 2000 GALLOPING HILL ROAD  (Street) KENILWORTH NJ 07033  (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				
Series E Convertible Preferred Stock	(1)	(1)	Common Stock	8,833,333 <sup>(1)</sup>	(1)	I

1. Name and Address of Reporting Person* <u>Merck &amp; Co., Inc.</u>  (Last) (First) (Middle) 2000 GALLOPING HILL ROAD  (Street) KENILWORTH NJ 07033  (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>Merck Sharp &amp; Dohme Corp.</u>  (Last) (First) (Middle) ONE MERCK DRIVE  (Street) WHITEHOUSE STATION NJ 08889  (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 Secretary 04/03/2019  
Merck Sharp & Dohme Corp. /s/ Faye C. Brown, Assistant Secretary 04/03/2019

\*\* 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.**