

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): March 10, 2022

NGM Biopharmaceuticals, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38853
(Commission
File Number)

26-1679911
(IRS Employer
Identification No.)

333 Oyster Point Boulevard
South San Francisco, CA
(Address of Principal Executive Offices)

94080
(Zip Code)

(650) 243-5555
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	NGM	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

On March 9, 2022, Mark Leschly notified the Board of Directors (the “**Board**”) of NGM Biopharmaceuticals, Inc. (the “**Company**”) of his resignation from the Board and all committees thereof, effective immediately following the Company’s 2022 annual meeting of stockholders. Mr. Leschly’s decision to leave the Board was not a result of any disagreement between the Company and Mr. Leschly on any matter relating to the Company’s operations, policies or practices.

Item 5.04 Temporary Suspension of Trading under Registrant’s Employee Benefit Plans

On March 10, 2022, the Company received notice from Fidelity Investments Institutional Services Company advising of an upcoming blackout period (the “**Blackout Period**”) with respect to the NGM Biopharmaceuticals Matching Plan and the NGM Biopharmaceuticals 401(k) Plan (respectively, the “**Matching Plan**” and the “**401(k) Plan**,” and collectively, the “**Plans**”), each of which include funds that are invested in the Company’s common stock, due to the merger of the Matching Plan into the 401(k) Plan (the “**Plan Merger**”). In connection with the Plan Merger, new match accounts have been created under the 401(k) Plan to receive shares of Company common stock in participant accounts under the Matching Plan. During the Blackout Period, participants will temporarily be unable to access their match accounts under the Plans to direct or diversify investments, or obtain a distribution or loan (as applicable). The Blackout Period is expected to begin on April 11, 2022 and is expected to end on May 13, 2022.

On March 10, 2022, the Company provided a notice (the “**Blackout Notice**”), pursuant to Section 306(a) of the Sarbanes-Oxley Act of 2002 and Rule 104 of Regulation BTR under the Securities Exchange Act of 1934, as amended, to the members of the Board and executive officers informing them that, during the Blackout Period, they will be prohibited from, directly or indirectly, purchasing, selling or otherwise acquiring or transferring Company common stock acquired in connection with their service as a director or employment as an executive officer of the Company except as otherwise permitted by Regulation BTR.

During the Blackout Period, the Company’s stockholders and other interested parties may obtain, without charge, information regarding the Blackout Period, by contacting Valerie Pierce, Senior Vice President, General Counsel and Chief Compliance Officer, by telephone at (650) 392-1768 or by mail at NGM Biopharmaceuticals, Inc., 333 Oyster Point Boulevard, South San Francisco, CA 94080.

A copy of the Blackout Notice is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Notice of Blackout Period, dated March 10, 2022, to the Directors and Executive Officers of NGM Biopharmaceuticals, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NGM Biopharmaceuticals, Inc.

Dated: March 10, 2022

By: /s/ Valerie Pierce
Valerie Pierce
*Secretary, Senior Vice President, General Counsel and Chief
Compliance Officer*

NOTICE OF BLACKOUT PERIOD

DATE: March 10, 2022
TO: Directors and Executive Officers of NGM Biopharmaceuticals, Inc.
FROM: Valerie Pierce, Secretary, Senior Vice President, General Counsel and Chief Compliance Officer
RE: Notice Regarding Matching Plan and 401(k) Plan Blackout Period and Trading Restrictions

On March 10, 2022, NGM Biopharmaceuticals, Inc. (the “*Company*”) received notice from Fidelity Investments Institutional Services Company advising of an upcoming blackout period (the “*Blackout Period*”) with respect to the NGM Biopharmaceuticals Matching Plan and the NGM Biopharmaceuticals 401(k) Plan (respectively, the “*Matching Plan*” and the “*401(k) Plan*,” and collectively, the “*Plans*”), each of which include funds that are invested in the Company’s common stock, due to the merger of the Matching Plan into the 401(k) Plan (the “*Plan Merger*”). In connection with the Plan Merger, new match accounts have been created under the 401(k) Plan to receive shares of Company common stock in participant accounts under the Matching Plan. During the Blackout Period, participants will temporarily be unable to access their match accounts under the Plans to direct or diversify investments, or obtain a distribution or loan (as applicable).

The purpose of this notice is to notify you of the Blackout Period and inform you that you will be prohibited during the Blackout Period from engaging in transactions involving Company common stock if such securities were acquired in connection with your service as a director or employment as an executive officer of the Company.

We are required to provide this notice to you under Rule 104 of Regulation BTR promulgated by the Securities and Exchange Commission pursuant to Section 306(a) of the Sarbanes-Oxley Act of 2002.

Reason for the Blackout Period

The Blackout Period is being imposed in connection with the Plan Merger.

Length of Blackout Period

The Blackout Period is expected to begin on April 11, 2022 and is expected to end on May 13, 2022.

Impact on Plan Participant Rights

During the Blackout Period, participants of the Plans will have limited access to their accounts in the Plans, and participants will temporarily be unable to access their match accounts under the Plans to direct or diversify investments, or obtain a distribution or loan (as applicable).

Restrictions on Directors and Executive Officers During the Blackout Period

During the Blackout Period, directors and executive officers of the Company will be subject to the trading restrictions imposed under Section 306(a) of the Sarbanes-Oxley Act of 2002 and Regulation BTR. These restrictions generally prohibit the direct or indirect purchase, sale, or other acquisition or transfer of the Company’s common stock acquired in connection with your service as a director or employment as an executive officer of the Company. Covered transactions are not limited to those involving your direct ownership, but also include any transaction in which you have a pecuniary interest, such as transactions by immediate family members living in your household.

Although certain types of transactions are permitted under Regulation BTR, including bona fide gifts or any purchases or sales made pursuant to written plans satisfying the conditions of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, you are urged to avoid any discretionary change in your beneficial ownership of the Company's common stock during the Blackout Period due to its limited duration. Engaging in a transaction that violates the rules could result in both civil and criminal penalties. Please contact Valerie Pierce, Secretary, Senior Vice President, General Counsel and Chief Compliance Officer, before you, any immediate family member living with you, or any trust or other entity in which you have an interest engages in any acquisition, sale, or other disposition of common stock of the Company during the Blackout Period or if you believe that a transaction in which you have an interest may occur during the Blackout Period.

If you have any questions concerning this notice, please contact Valerie Pierce by telephone at (650) 392-1768 or by mail at NGM Biopharmaceuticals, Inc., 333 Oyster Point Boulevard, South San Francisco, CA 94080.
