FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

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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* COLUMN GROUP L P				2. Issuer Name and Ticker or Trading Symbol NGM BIOPHARMACEUTICALS INC [NGM]						S. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner						
(Last)	(Last) (First) (Middle) 1 LETTERMAN DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 04/05/2024						Officer (give title Other (specify below) below)						
BUILDING D, SUITE DM-900				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)						i. Individual or ine)	r Joint/0	Group Fili	ng (Check /	Applicable	
(Street)	SAN CA 94129											Form filed by One Reporting Person X Form filed by More than One Reporting Person				
FRANCI	RANCISCO CA 74127			Rι	Rule 10b5-1(c) Transaction Indication											
(City)	(Sta	ate) (Z	Zip)		Check this box to indicate that a transaction was made pursuant to satisfy the affirmative defense conditions of Rule 10b5-1(c). See In											
			I - Non-Deriva	_		Cqui	red, I	-	-							
,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		2. Transaction Date (Month/Day/Ye:	ar) E	2A. Deemed Execution Date, if any (Month/Day/Year)		action (Instr.	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 an 5)		(A) or 3, 4 and	Beneficially Owned Following Reported		6. Owne Form: D (D) or Indirect (Instr. 4)	irect Indi Ben (I) Owr	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
						Code	v	Amount	(A) or (D)	Price	Transaction (Instr. 3 and					
Common	Stock		04/05/2024	1		D		949,862	D	(1)(2)	0		I	See	tnotes(3)(4)	
Common	Stock		04/05/2024	1		D		2,650,177	D	(1)(2)	0		I		tnote ⁽⁵⁾	
Common	Stock		04/05/2024	\perp		D		90,442	D	(1)(2)	0		I	See	tnote ⁽⁶⁾	
Common	Stock		04/05/2024	1		D		11,103,333	D	(1)(2)	0		D ⁽⁷			
Common	Stock		04/05/2024	1		D		858,035	D	(1)(2)	0		I	See	tnote ⁽⁸⁾	
Common	Stock		04/05/2024	1		D		968,990	D	(1)(2)	0		I	See	tnote ⁽⁹⁾	
Common	Stock		04/05/2024	1		D		2,265,758	D	(1)(2)	0		I	See	tnote ⁽¹⁰⁾	
Common	Stock		04/05/2024	1		D		1,298,908	D	(1)(2)	0		I	See	tnote ⁽¹¹⁾	
Common	Stock		04/05/2024	1		D		1,298,908	D	(1)(2)	0		I	See	tnote ⁽¹²⁾	
Common	Stock		04/05/2024	1		D		100,000	D	(1)(2)	0		I	See	tnote ⁽¹³⁾	
Common	Stock		04/05/2024	1		D		100,000	D	(1)(2)	0		I	See	tnote ⁽¹⁴⁾	
Common	Stock		04/05/2024	1		D		15,000	D	(1)(2)	0		I	See	tnote ⁽¹⁵⁾	
Common	Stock		04/05/2024	1		D		44,000	D	(1)(2)	0		I	See	tnote ⁽¹⁶⁾	
Common	Stock		04/05/2024	1		J		1,000	A	(17)	1,00	0	I	See	tnote ⁽¹⁷⁾	
		Tab	ole II - Derivati (e.g., pu		Securities Accalls, warran							d				
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)		saction of Derivati Securiti Acquire (A) or Dispose of (D) (Instr. 3 and 5)	ve (M les ed	piratio	xercisable and n Date ay/Year)	7. Title Amou Securi Under Deriva Securi 3 and	nt of ities lying itive ity (Instr.	8. Price of Derivative Security (Instr. 5)	deriva Secur Benef Owner Follow Repor	ities icially d ving ted action(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	

		Tal	le II - Derivat (e.g., pu	ve Se its, ca	cur IIs,	warra	ncqu ants,	options, o	¢onvertib	e se	civilities	iy Owne		
	2.	3. Transaction	3A. Deemed	€.ode	v	6A)Nı	ım(De)r	Date ExDetis Ebler			ef eSalnadres	8. Price of	9. Number of	10.
Security Security (Instr. 3) an COLU	Conversion or Exercise CACCIGNSS OF Perivative Security	Month/Day/Year) * Reporting Person* UP L P	Fxecution Date, if any (Month/Day/Year)	Transd Code (I 8)	nstr.	Secu Acqu (A) o	vative irities uired or osed	Expiration Do (Month/Day/\)		Deriv	rities rlying rative rity (Instr.	Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4
(Last)	RMAN DI	(First)	(Middle)			of (D) r. 3, 4			June			Transaction(s) (Instr. 4)	
BUILDI	NG D, SUI	TE DM-900			-	1				1	Amount	1		
(Street) SAN FRANCI	SCO	CA	94129	Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	or Number of Shares			
(City)		(State)	(Zip)		_									
	d Address of son Peter	Reporting Person [*]												
	RMAN DI	(First) RIVE TE DM-900	(Middle)											
(Street) SAN FRANCI	SCO	CA	94129		-									
(City)		(State)	(Zip)		-									
1. Name an <u>Kutzke</u> y		Reporting Person*												
	RMAN DI	(First) RIVE TE DM-900	(Middle)											
(Street) SAN FRANCI	SCO	CA	94129		-									
(City)		(State)	(Zip)											
	d Address of Capital II,	Reporting Person*												
	RMAN DI	(First) RIVE TE DM-900	(Middle)		-									
(Street) SAN FRANCI	SCO	CA	94129		-									
(City)		(State)	(Zip)		-									
		Reporting Person*												
(Last) 1 LETTE	RMAN DI	(First)	(Middle)											
BUILDIN	NG D, SUI	TE DM-900												
(Street) SAN FRANCI	SCO	CA	94129											
(City)		(State)	(Zip)		-									
·		·/	\—'F'		_									

1. Name and Address of Reporting Person* PONOI CAPITAL, LP

11. Nature of Indirect Beneficial Ownership (Instr. 4)

(Last)	(First)	(Middle)							
1 LETTERMAN DRIVE BUILDING D, SUITE DM-900									
(Street)									
SAN FRANCISCO	CA	94129							
(City)	(State)	(Zip)							
1. Name and Address Ponoi Manager									
(Last) 1 LETTERMAN I		(Middle)							
BUILDING D, SU	11E DM-900								
(Street) SAN FRANCISCO	CA	94129							
(City)	(State)	(Zip)							
1. Name and Address COLUMN GR	· -								
(Last) 1 LETTERMAN I		(Middle)							
BUILDING D, SU	11E DM-900								
(Street) SAN FRANCISCO	CA	94158							
(City)	(State)	(Zip)							
Name and Address of Reporting Person* Column Group Management LP									
(Last) 1 LETTERMAN I BUILDING D, SU		(Middle)							
(Street)									
SAN FRANCISCO	CA	94129							
(City)	(State)	(Zip)							
1. Name and Address of Reporting Person* <u>Column Group II GP, LP</u>									
(Last) 1 LETTERMAN I BUILDING D, SU		(Middle)							
(Street) SAN FRANCISCO	CA	94129							
(City)	(State)	(Zip)							

Explanation of Responses:

^{1.} On February 25, 2024, the Issuer, Atlas Neon Parent, Inc. ("Parent") and Atlas Neon Merger Sub, Inc., a wholly-owned subsidiary of Parent ("Purchaser") entered into an Agreement and Plan of Merger, pursuant to which the Purchaser completed a tender offer for the shares of common stock of the Issuer and thereafter merged with and into the Issuer effective as of April 5, 2024 (the "Effective Time"). Concurrently with the execution of the Merger Agreement, Parent and Purchaser entered into a rollover agreement, dated as of the date of the Merger Agreement with The Column Group, LP, The Column Group GP, LP, The Column Group Management, LP, The Column Group III, LP, The Column Group III, LP, The Column Group III-A, LP, The Column Group IV, LP, The Column Group IV

^{2. (}cont'd from FN 1) In addition, Parent and Purchaser entered into a rollover agreement, dated as of the date of the Merger Agreement (supplemented by the joinder thereto), with certain of NGM's other stockholders, including Dr. Goeddel (the "Stockholder Rollover Agreement" and, together with the TCG Rollover Agreement, the "Rollover Agreements"). Pursuant to the Rollover Agreements, every 1 share of the Issuer subject to the Rollover Agreement was exchanged for 100 shares of Parent. This Form 4 reports securities disposed of pursuant to the Rollover Agreements.

^{3.} The securities were 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 LCC") 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"). (cont'd in FN 3)

- 4. (cont'd from FN 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 LC 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.
- 5. The securities were 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 were 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 were 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 were 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 were 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 were 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 were directly held by Ponoi Capital, LP ("Ponoi LP"). Ponoi Management, LLC ("Ponoi LLC") is the general partner of Ponoi LP and may be deemed to have voting, investment and dispositive power with respect to these securities. The managing members of Ponoi 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. Ponoi 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 were directly held by Ponoi Capital II, LP ("Ponoi II LP"). Ponoi II Management, LLC ("Ponoi II LLC") is the general partner of Ponoi II LP and may be deemed to have voting, investment and dispositive power with respect to these securities. The managing members of Ponoi 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. Ponoi 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 were 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 were 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 were owned solely by Tim Kutzkey
- 16. The securities were directly held by Peter Svennilson.
- 17. At the Effective Time, Purchaser merged with and into the Issuer pursuant to Section 251(h) of the Delaware General Corporation Law, with the Issuer surviving as a wholly-owned subsidiary of the Parent. As a result, Parent holds all of the issued and outstanding shares of common stock (equaling 1,000 shares) of the Issuer. TCG LP owns 28.1% of Parent and is the general partner of Parent. Peter Svennilson and Dr. Goeddel are the managing partners of TCG GP, which is the general partner of TCG LP.

Remarks:

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

Attorney-in-fact for The Column Group, LP	04/08/2024
/s/ James Evangelista, as Attorney-in-fact for Peter Svennilson	04/08/2024
/s/ James Evangelista, as Attorney-in-fact for Tim Kutzkey	04/08/2024
/s/ James Evangelista, as Attorney-in-fact for Ponoi Capital II LP	04/08/2024
/s/ James Evangelista, as Attorney-in-fact for Ponoi II Management LLC	04/08/2024
/s/ James Evangelista, as Attorney-in-fact for Ponoi Capital LP	04/08/2024
/s/ James Evangelista, as Attorney-in-fact for Ponoi Management LLC	04/08/2024
/s/ James Evangelista, as Attorney-in-fact for The Column Group II LP	04/08/2024
/s/ James Evangelista, as Attorney-in-fact for The Column Group Management, LP	04/08/2024
/s/ James Evangelista, as Attorney-in-fact for The Column Group II GP LP	04/08/2024
** Signature of Reporting Person	Date

/s/ James Evangelista, as

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).

Persons who respond to the collection of information contained in	n this form are not required to respond	unless the form displays a currently valid	OMB Number.