

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

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* GOEDEL DAVID V <hr/> (Last) (First) (Middle) C/O COLUMN GROUP LP 1700 OWENS STREET, SUITE 500 <hr/> (Street) SAN FRANCISCO CA 94158 <hr/> (City) (State) (Zip) | | | 2. Issuer Name and Ticker or Trading Symbol NGM BIOPHARMACEUTICALS INC [NGM] | | 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) 08/01/2019 | | | |
| | | | 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 Form filed by More than One Reporting Person | |

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 | 08/01/2019 | | P | | 2,600 ⁽¹⁾ | A | \$13.9792 | 16,124,327 | I | See Footnotes ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾ |
| Common Stock | 08/02/2019 | | P | | 1,782 ⁽⁸⁾ | A | \$13.9721 | 16,126,109 ⁽⁹⁾ | I | See Footnotes ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾ |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

- Consists of 1,299 shares held directly by Ponoi Capital, LP ("Ponoi LP") and 1,301 shares held directly by Ponoi Capital II, LP ("Ponoi II LP").
- The securities are directly held by Ponoi LP, and indirectly held by Ponoi Management, LLC ("Ponoi LLC"), the general partner of Ponoi LP. The managing partners of Ponoi LLC are David Goedel, Peter Svennilsson and Tim Kutzkey. The managing partners of Ponoi LLC may be deemed to have voting and investment power with respect to such shares. Each individual managing partner disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest in such shares.
- The securities are directly held by Ponoi II LP, and indirectly held by Ponoi II Management, LLC ("Ponoi II LLC"), the general partner of Ponoi II LP. The managing partners of Ponoi II LLC are David Goedel, Peter Svennilsson and Tim Kutzkey. The managing partners of Ponoi II LLC may be deemed to have voting and investment power with respect to such shares. Each individual managing partner disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest in such shares.
- The securities are directly held by TCG LP, and indirectly held by TCG GP, the general partner of TCG LP. The managing partners of TCG GP are David Goedel and Peter Svennilsson. The managing partners of TCG GP may be deemed to have voting and investment power with respect to such shares. Each individual managing partner disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest in such shares.
- The securities are directly held by TCG II LP, and indirectly held by The Column Group II GP, LP ("TCG II GP"), the general partner of TCG II LP. The managing partners of TCG II GP are David Goedel and Peter Svennilsson. The managing partners of TCG II GP may be deemed to have voting and investment power with respect to such shares. Each individual managing partner disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest in such shares.
- The securities are directly held by TCG GP. The managing partners of TCG GP are David Goedel and Peter Svennilsson. The managing partners of TCG GP may be deemed to have voting and investment power with respect to such shares. Each individual managing partner disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest in such shares.
- The securities are directly held by TCGM LP. The managing partners of TCGM LP are David Goedel and Peter Svennilsson. The managing partners of TCGM LP may be deemed to have voting and investment power with respect to such shares. Each individual managing partner disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest in such shares.
- Consists of 891 shares held directly by Ponoi LP and 891 shares held directly by Ponoi II LP.
- Consists of 11,103,333 shares of Common Stock held directly by The Column Group, LP ("TCG LP"), 2,265,758 shares of Common Stock held directly by The Column Group II, LP ("TCG II LP"), 100,000 shares of Common Stock held directly by The Column Group GP, LP ("TCG GP"), 100,000 shares of Common Stock held directly by The Column Group Management, LP ("TCGM LP"), 1,183,509 shares of Common Stock held directly by Ponoi LP, 1,183,509 shares of Common Stock held directly by Ponoi II LP and 190,000 shares held in trust for which David V. Goedel and Alena Z. Goedel serve as co-trustees. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

/s/ Jennifer J. Carlson,
Attorney-in-Fact

08/05/2019

** 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 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.