

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

OMB APPROVAL	
OMB Number:	3235-0104
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1. Name and Address of Reporting Person* <u>SCHNELL DAVID</u> (Last) (First) (Middle) <u>525 UNIVERSITY AVENUE</u> <u>SUITE 1350</u> (Street) <u>PALO ALTO CA</u> <u>94301</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>04/03/2019</u>	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) <input checked="" type="checkbox"/> Director 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 checked="" type="checkbox"/> Form filed by One Reporting Person 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			
<u>Series A Preferred Stock</u>	(1)	(1)	<u>Common Stock</u>	<u>3,000,000</u> ⁽¹⁾	(1)	<u>I</u>	<u>See Footnotes</u> ⁽²⁾⁽³⁾
<u>Series B Preferred Stock</u>	(1)	(1)	<u>Common Stock</u>	<u>1,300,000</u> ⁽¹⁾	(1)	<u>I</u>	<u>See Footnotes</u> ⁽²⁾⁽⁴⁾
<u>Series C Preferred Stock</u>	(1)	(1)	<u>Common Stock</u>	<u>525,000</u> ⁽¹⁾	(1)	<u>I</u>	<u>See Footnotes</u> ⁽²⁾⁽⁵⁾
<u>Series D Preferred Stock</u>	(1)	(1)	<u>Common Stock</u>	<u>100,000</u> ⁽¹⁾	(1)	<u>I</u>	<u>See Footnotes</u> ⁽²⁾⁽⁶⁾

Explanation of Responses:

1. 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 A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D 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.
2. The Reporting Person, a Director of the Issuer, shares voting and dispositive power with the managing members of Prospect Management Co. III, L.L.C., which is the general partner of Prospect Ventures Partners III, L.P., but disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
3. Consists of 3,000,000 shares beneficially owned by Prospect Ventures Partners III, L.P.
4. Consists of 1,300,000 shares beneficially owned by Prospect Ventures Partners III, L.P.
5. Consists of 525,000 shares beneficially owned by Prospect Ventures Partners III, L.P.
6. Consists of 100,000 shares beneficially owned by Prospect Ventures Partners III, L.P.

Remarks:

/s/ Aetna Wun Trombley,
Attorney-in-Fact

04/03/2019
Date

** Signature of Reporting Person

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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of William J. Rieflin, David Woodhouse, or Aetna Wun Trombley, or any of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or more than 10% stockholder of NGM Biopharmaceuticals, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with

Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of August 1, 2018.

/s/ David Schnell
David Schnell