

OMB APPROVAL	
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Redmile Group, LLC</u>  (Last) (First) (Middle) ONE LETTERMAN DRIVE, BUILDING D SUITE D3-300  (Street) SAN FRANCISCO CA 94129  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>IGM Biosciences, Inc. [ IGMS ]</u>	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) 02/28/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	02/28/2024		C <sup>(1)</sup>		113,400	A	\$0.00	3,089,062	I	See Footnote <sup>(4)</sup>

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						Title
Non-Voting Common Stock	(1)	02/28/2024		C		113,400		02/28/2024	(2)(3)	Common Stock	113,400	\$0.00	7,199,325	I	See Footnote <sup>(4)</sup>

1. Name and Address of Reporting Person* <u>Redmile Group, LLC</u>  (Last) (First) (Middle) ONE LETTERMAN DRIVE, BUILDING D SUITE D3-300  (Street) SAN FRANCISCO CA 94129  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Green Jeremy</u>  (Last) (First) (Middle) C/O REDMILE GROUP, LLC (NY OFFICE) 45 W. 27TH STREET, FLOOR 11  (Street) NEW YORK NY 10001  (City) (State) (Zip)

Explanation of Responses:

- On February 28, 2024, a private investment vehicle managed by Redmile Group, LLC ("Redmile") converted certain shares of the Issuer's non-voting common stock ("Non-Voting Stock") to shares of the Issuer's common stock ("Voting Stock").
- Shares of Non-Voting Stock are convertible into shares of Voting Stock in accordance with the terms of the Issuer's Amended and Restated Certificate of Incorporation (the "Certificate") at any time and from time to time at the holder's election on a 1-for-1 basis for no additional consideration. Such conversion rate is reflected in the amount listed under Column 7. The Certificate provides that the holder may not convert any shares of Non-Voting Stock if, after giving effect to the attempted conversion, the holder and its affiliates would collectively beneficially own more than 4.99% of the number of shares of Voting Stock outstanding after giving effect to such attempted conversion, which percentage may be changed at a holder's election upon 61 days' notice to the Issuer.
- On December 4, 2023, the private investment vehicles managed by Redmile (the "Redmile Clients") that directly own shares of the Non-Voting Stock elected to increase the beneficial ownership percentage applicable to their shares from 4.99% to 10.95%, which increase became effective 61 days after the date of such election. The Non-Voting Stock has no expiration date.
- The reported securities are held directly by the Redmile Clients and may be deemed beneficially owned by Redmile as the investment manager of such Redmile Clients. The reported securities may also be

deemed beneficially owned by Jeremy Green as the principal of Redmile. Redmile and Mr. Green disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this Form 4 shall not be deemed an admission that Redmile or Mr. Green is the beneficial owner of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

**Remarks:**

Michael Lee, a member of the board of directors of the Issuer and a managing director of Redmile, was elected to the board of the Issuer as a representative of Redmile and its affiliates. As a result, the Reporting Persons are directors by deputization for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.

By: /s/ Jeremy Green,  
Managing Member of Redmile 03/01/2024  
Group, LLC  
/s/ Jeremy Green 03/01/2024  
\*\* 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.**