FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
wasinington,	D.C.	20343

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

OMB APPROVAL

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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

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1. Name and Address of Reporting Person* Redmile Group, LLC					2. Issuer Name and Ticker or Trading Symbol IGM Biosciences, Inc. [IGMS]									Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner							
(Last) (First) (Middle) ONE LETTERMAN DRIVE, BUILDING D SUITE D3-300						3. Date of Earliest Transaction (Month/Day/Year) 12/31/2021									Officer (give title Other (specify below) below)						
(Street) SAN FRANCISCO CA 94129					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person						
(City) (State) (Zip)																					
		Table	۱-	Non-Deriva	ative	Secu	uritie	s A	cquii	red, I	Disposed	of, o	r Be	enefic	ially Own	ed					
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Ye			2A. Deem Execution ar) if any (Month/D		on Dat	n Date,		action (Instr.	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)					
							Code	v	Amount	(A) ((D)	r Pr	rice	Reported Transaction(s) (Instr. 3 and 4)								
Common Stock 12/31/202:			1				A		130(1)	A	\$	\$0.00	3,335,587	7 (2)	I		See Footnote ⁽³⁾⁽⁴⁾⁽⁵⁾				
		Tal	ole	II - Derivati (e.g., pu	ive S uts, c	ecur alls,	ities warr	Acc	quire s, op	d, D tion	isposed o s, convert	f, or tible	Ber sec	neficia curities	ılly Owned	d					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Exe if a	3A. Deemed Execution Date, if any (Month/Day/Year)		4. Transaction Code (Instr. 8)		5. Numbor of Derivative Securitie Acquirec (A) or Disposer of (D) (Instr. 3, and 5)		piratio	Exercisable and on Date Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Ins 3 and 4)		8. Price of Derivative Security (Instr. 5)	deriv Secu Ben Own Follo Rep	owing orted isaction(s)	Forn Direct or In	ership n: ct (D) direct nstr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Da Ex	te ercisa	Expiration			Amount or Number of Shares							
	nd Address of <u>le Group</u> ,	Reporting Person*																			
(Last) ONE LE SUITE I	TTERMAN	(First) N DRIVE, BUIL		(Middle)																	
(Street) SAN FRANC	ISCO	CA		94129																	
(City)		(State)		(Zip)																	
1. Name a		Reporting Person*																			
	DMILE GR			(Middle)																	
ONE LE	TTERMAN	N DRIVE, BLDC	3 D	SUITE D3-3	300	_															
(Street) SAN FRANCE	ISCO	CA		94129																	

Explanation of Responses:

(State)

(Zip)

(City)

- 2. Since the last Form 4 filing by Redmile Group, LLC ("Redmile") and Jeremy Green (collectively, the "Reporting Persons"), Redmile has ceased serving as the investment adviser to a separately managed account that held 91,100 shares of the Issuer's Common Stock (such shares, the "Account Shares") and therefore no longer has voting or dispositive power with respect to such shares. Accordingly, the amount of shares beneficially owned by the Reporting Persons as disclosed herein does not include the Account Shares and each of the Reporting Persons disclaims beneficial ownership of the Account Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- 3. These securities were granted to Mr. Lee, a managing director of Redmile, in connection with his service as a member of the Board of Directors of the Issuer. Pursuant to the policies of Redmile, Mr. Lee holds these securities as a nominee on behalf, and for the sole benefit, of Redmile and has assigned all economic, pecuniary and voting rights in respect of the securities to Redmile. Mr. Lee disclaims beneficial ownership of the securities, and the filing of this Form 4 shall not be deemed an admission that Mr. Lee is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- 4. The securities may also be deemed beneficially owned by Jeremy Green as the principal of Redmile. The Reporting Persons disclaim beneficial ownership of the securities except to the extent of their pecuniary interest therein, and this Form 4 shall not be deemed an admission that either of the Reporting Persons is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- 5. Mr. 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. As a result, the Reporting Persons are directors by deputization for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.

/s/ Jeremy Green, Managing

Member of Redmile Group, 01/04/2022

LLC

<u>/s/ Jeremy Green</u> <u>01/04/2022</u>

** 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.