FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

	Washingto	on, D.C. 20549	
STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

	,							

OMB APPRO	OVAL
OMB Number:	3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5

	tions may contil ction 1(b).	nue. See		Filed					6(a) of the Se					4		hour	s per response:	0.5
									nè Ínvestment			ct of 1940			. D.I#.	bio of Donor of	B(a) :	11
Redmile Group, LLC (Last) (First) (Middle) ONE LETTERMAN DRIVE, BUILDING D				2. Issuer Name and Ticker or Trading Symbol IGM Biosciences, Inc. [IGMS]									Check all a		ng Person(s) to ${ m X}$ 10 $^{ m Q}$	/ssuer // Owner		
				3. Date of Earliest Transaction (Month/Day/Year) 09/17/2019									1		ficer (give title low)		ner (specify ow)	
SUITE I	D3-300				4 If /	Amonda	ont	Date	of Original F	ilod (I	Month/F)av/Vaar)		—	Ladividua	or loint/Crow	Filing (Check	Applicable
(Street) SAN FRANC	ISCO C	A	94129		4. 11 /	Amenun	ieii,	Date	on Ongmai F	ileu (i	WIOTILIT/L	oayi rearj			ine) Fo X Fo	orm filed by On	e Reporting Peore than One R	erson
(City)	(5	State)	(Zip)															
		Ta	able I - Non	-Deriva	ative	Secu	ritie	es A	cquired,	Disp	osed	of, or I	3ene	ficia	ally Own	ed		
Date				action 2A. Dee Execution Day/Year) if any (Month/		cutiony	on Da	Code (I	Transaction Dispos		curities Acquired (A) sed Of (D) (Instr. 3, 4		(A) or 3, 4 aı	nd 5) Sec Ben Owi	mount of urities eficially ned Following orted	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership	
									Code	V Amou		nt (/	(A) or (D) Price		Trai	orted nsaction(s) tr. 3 and 4)		(Instr. 4)
			Table II - [quired, Dits, option							d		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Date		Code (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exerc Expiration Da (Month/Day/Y	ate		of Securi Underlyii	g e Security		8. Price of Derivative Security (Instr. 5)		Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Cod	e V	(A)			Date Exercisable	Expiration Date		Title	Amount or Number of Shares					
Stock Option (Right to Buy)	\$16	09/17/2019		A		12,1	100		(1)	09/1	7/2029	Common Stock	12,100 \$0.00		12,100	I	See Footnotes ⁽²⁾ (3)(4)	
	nd Address of le Group,	Reporting Person*																
(Last) ONE LE SUITE I		(First) N DRIVE, BUIL	(Middle))														
(Street) SAN FR	ANCISCO	CA	94129															
(City)		(State)	(Zip)															

(City) (State) **Explanation of Responses:**

SAN FRANCISCO CA

Green Jeremy

(Last)

(Street)

1. Name and Address of Reporting Person*

BUILDING D SUITE D3-300

(First)

ONE LETTERMAN DRIVE, BUILDING D

(Middle)

94129

(Zip)

^{1. 1/3}rd of the shares subject to the option shall vest on September 17, 2020 and 1/36th of the shares subject to the option shall vest on each monthly anniversary thereafter, subject to Michael Lee's continued service to the Issuer through each applicable vesting date.

^{2.} The stock option was granted to Mr. Lee, a managing director of Redmile Group, LLC ("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 this stock option 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 stock option to Redmile. Mr. Lee disclaims beneficial ownership of the stock option, 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.

^{3.} The stock option may also be deemed beneficially owned by Jeremy Green as the principal of Redmile. Redmile and Mr. Green disclaim beneficial ownership of the stock option 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 securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

4. 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, 09/19/2019

<u>LLC</u>

<u>/s/ Jeremy Green</u> <u>09/19/2019</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.