
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**AMENDMENT NO. 3
TO
SCHEDULE TO**

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

IGM BIOSCIENCES, INC.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Options to Purchase Common Stock Covering Common Stock, \$0.01 par value
(Title of Class of Securities)

449585108

(CUSIP Number of Class of Securities' Underlying Common Stock)

Fred M. Schwarzer

Chief Executive Officer and President

325 E. Middlefield Road

Mountain View, CA 94043

(650) 965-7873

(Name, address and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

Copies to:

**Tony Jeffries
Jennifer Knapp
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650 Page Mill Road
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325 E. Middlefield Road
Mountain View, CA 94043
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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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INTRODUCTION

This Amendment No. 3 (this “**Amendment**”) amends and supplements the Tender Offer Statement on Schedule TO (together with any subsequent amendments and supplements thereto, the “**Schedule TO**”) originally filed with the Securities and Exchange Commission by IGM Biosciences, Inc., a Delaware corporation (“**IGM**” or the “**Company**”) on June 20, 2024. The Schedule TO relates to an offer by the Company to exchange certain outstanding stock options to purchase shares of the Company’s common stock, on the terms set forth in the Offer to Exchange Certain Outstanding Options for Restricted Stock Units dated June 20, 2024 (the “**Offer to Exchange**”), previously filed as Exhibit (a)(1)(A) to the Schedule TO.

This Amendment is being filed to amend and supplement certain provisions of the Schedule TO as set forth herein. Except as specifically provided herein, the information contained in the Schedule TO and the Offer to Exchange remains unchanged. This Amendment should be read in conjunction with the Schedule TO and the Offer to Exchange.

Item 4. Terms of the Transaction

Item 4 of the Schedule TO is hereby amended to include the following:

“The offer expired on July 18, 2024, at 9:00 p.m., Pacific Time. A total of 100 eligible employees elected to exchange eligible options in the offer. Pursuant to the terms and conditions of the offer, the Company accepted for exchange eligible options to purchase a total of 1,583,305 shares of the Company’s common stock, representing approximately 85% of the total shares of common stock underlying the eligible options. All surrendered options were cancelled effective as of July 19, 2024, and immediately thereafter, in exchange therefor, the Company granted restricted stock units representing 657,427 shares of IGM common stock, in each case pursuant to the terms of this offer and the Company’s Amended and Restated 2018 Omnibus Incentive Plan.”

Item 12. Exhibits.

Exhibit Number	Description
(a)(1)(A)*	Offer to Exchange Certain Outstanding Awards for New RSUs, dated June 20, 2024.
(a)(1)(B)*	Launch Announcement.
(a)(1)(C)*	Election Terms and Conditions.
(a)(1)(D)*	Form of Confirmation Email.
(a)(1)(E)*	Form of Reminder Email.
(a)(1)(F)*	Screenshots from Offer Website.
(a)(1)(G)*	Employee Presentation.
(a)(1)(H)*	Employee Script.
(b)	Not applicable.
(d)*	Amended and Restated 2018 Omnibus Incentive Plan of IGM Biosciences, Inc. and forms of agreements thereunder (incorporated by reference from Exhibit 10.1 to IGM's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 27, 2023).
(g)	Not applicable.
(h)	Not applicable.
107*	Filing Fee Table.

* Previously filed with the Schedule TO.

Item 13. Information Required by Schedule 13E-3.

(a) Not applicable.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 3 to Schedule TO is true, complete and correct.

IGM BIOSCIENCES, INC.

/s/ Fred Schwarzer

Fred Schwarzer
Chief Executive Officer and President

Date: July 19, 2024

INDEX TO EXHIBITS

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