

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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 10% Owner Officer (give title below) Other (specify below)	
	3. Date of Earliest Transaction (Month/Day/Year) 06/26/2023		
	4. 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 <input type="checkbox"/> Form filed by More than One Reporting Person	
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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			

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	(2)	06/26/2023		A		2,812,500		06/26/2023 ⁽¹⁾ (2)	(2)	Common Stock	2,812,500	\$8	7,312,725	I	See Footnote ⁽³⁾ (4)

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)
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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)
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Explanation of Responses:

- On June 26, 2023, a private investment vehicle managed by Redmile Group, LLC ("Redmile") acquired the reported shares of the Issuer's non-voting common stock ("Non-Voting Stock") at a price per share equal to \$8.00 in a private placement by the Issuer pursuant to the terms of a common stock purchase agreement, dated as of June 22, 2023 (the "Purchase Agreement"). Under the terms of the Purchase Agreement, the consummation of the private placement was contingent on the closing of an underwritten public offering of the Issuer's common stock ("Voting Stock") and Non-Voting Stock, which occurred on June 26, 2023.
- 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. The Non-Voting Stock has no expiration date.
- The reported securities are held directly by certain private investment vehicles managed by Redmile and may be deemed beneficially owned by Redmile as the investment manager of such Redmile funds. The reported securities may also be deemed beneficially owned by Jeremy Green as the principal of Redmile. Redmile and Mr. Green (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.
- 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 deputation for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.

By: /s/ Jeremy Green, Managing
Member of Redmile Group, 06/28/2023
LLC

/s/ Jeremy Green 06/28/2023

** 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.