
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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
Christina Poulsen
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Professional Corporation
650 Page Mill Road
Palo Alto, California 94304
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Paul Graffagnino
Senior Vice President, Legal Affairs
IGM Biosciences, Inc.
325 E. Middlefield Road
Mountain View, CA 94043
(650) 965-7873

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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Attached is a communication (the “Employee Communication”) sent by the chief executive officer of IGM Biosciences, Inc., a Delaware corporation (the “Company”), on June 18, 2024 to Company employees holding eligible stock options regarding a proposed stock option exchange program that would permit certain employees to voluntarily exchange certain eligible stock options owned by them for a lesser number of new restricted stock units (the “Option Exchange Program”).

The Employee Communication does not constitute an offer to holders of the Company’s outstanding stock options to exchange those options.

The Option Exchange Program has not yet commenced. The Company may decide not to implement the Option Exchange Program. The Company will file a Tender Offer Statement on Schedule TO with the Securities and Exchange Commission (the “SEC”) if and when the Option Exchange Program commences. Option holders should read the Tender Offer Statement on Schedule TO and other related materials when those materials become available, because they will contain important information about the Option Exchange Program.

The Company’s stockholders and option holders will be able to obtain the written materials described above and the other documents filed by the Company with the SEC free of charge from the SEC’s website at www.sec.gov or by directing a written request to: Paul Graffagnino, Corporate Secretary, at 325 E. Middlefield Road, Mountain View, CA 94043.

Item 12. Exhibits.

<u>Exhibit No.</u>	<u>Document</u>
99.1	Employee Communication sent on June 18, 2024

Dear IGM,

I am very pleased to be able to pass along some exciting news. Our stockholders and our board of directors have both approved a voluntary Option Exchange Program, which will provide eligible employees a one-time opportunity to exchange certain eligible stock options on a grant-by-grant basis for a lesser amount of restricted stock units (RSUs). Over 96% of the shares present and entitled to vote on the matter voted at our annual meeting of stockholders last week to approve the Option Exchange Program, which is a remarkable show of support.

We are holding an All-hands on Thursday, June 20th at noon (Pacific time) to launch the Option Exchange Program. At the time of launch you will receive more information about the option exchange including:

- which stock options will qualify,
- what exchange ratios will be used,
- how the exchange of stock options for RSU's will work, and
- what you need to do to tender your shares for exchange.

At this time, there is no action for you to take. Going forward you can expect to receive communications about the Option Exchange Program from igm@infiniteequity.com. You can also share any questions you have about the Program with Steven Weber or Paul Graffagnino.

We believe that the approval of this Option Exchange Program by our board and our shareholders is a strong indication of their support for the IGM team and our technology, and we view this as an important part of our continued efforts to recognize and reward your hard work and efforts.

Fred

Important Legal Information

This communication does not constitute an offer to holders of IGM's outstanding stock options to exchange those options.

The Option Exchange Program described in this communication has not yet commenced and will only be made pursuant to the terms and conditions set forth in the Tender Offer Statement on Schedule TO, including the Offer to Exchange, and other related materials filed with the Securities and Exchange Commission (the "SEC") and sent to eligible participants. At the time the Option Exchange Program begins, we will provide eligible participants with written materials explaining the terms of the Option Exchange Program. Eligible participants should read these written materials carefully when they become available, because they will contain important information about the Option Exchange Program.

IGM stockholders and option holders will be able to obtain the written materials described above and the other documents filed by IGM with the SEC free of charge from the SEC's website at www.sec.gov or by directing a written request to: Paul Graffagnino, at 325 E. Middlefield Road, Mountain View, CA 94043.