

OMB APPROVAL	
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**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>Topsoe Jakob Haldor</u>  (Last) (First) (Middle) <u>C/O IGM BIOSCIENCES, INC.</u> <u>325 E. MIDDLEFIELD ROAD</u>  (Street) <u>MOUNTAIN VIEW CA 94043</u>  (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/18/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			
Common Stock	09/18/2019		P		34,375	A	\$16	34,375	D	
Common Stock	09/18/2019		P		1,100	A	\$18.9828	35,475	D	
Common Stock	09/20/2019		C		9,039,453	A	\$0.00 <sup>(1)</sup>	9,039,453	I	See footnote <sup>(2)</sup>
Common Stock	09/18/2019		P		1,250,000	A	\$16	10,289,453	I	See footnote <sup>(2)</sup>

**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	Amount or Number of Shares				
Series B Preferred Stock	<sup>(1)</sup>	09/20/2019		C			9,039,453	<sup>(1)</sup>	<sup>(1)</sup>	Common Stock	9,039,453	\$0.00	0	I	See footnote <sup>(2)</sup>
Series C Preferred Stock	<sup>(3)</sup>	09/20/2019		C			2,269,838	<sup>(3)</sup>	<sup>(3)</sup>	Non-Voting Common Stock	2,269,838	\$0.00	0	I	See footnote <sup>(2)</sup>
Non-Voting Common Stock	<sup>(3)</sup>	09/20/2019		C			2,269,838	<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	2,269,838	\$0.00	2,269,838	I	See footnote <sup>(2)</sup>

**Explanation of Responses:**

- The Series B Preferred Stock automatically converted into shares of Common Stock on a 1-for-1 basis immediately prior to the closing of the Issuer's initial public offering. The Series B Preferred Stock had no expiration date.
- All shares are held directly by Haldor Topsoe Holding A/S (HTH). Mr. Jakob Haldor Topsoe, Ms. Christina Teng Topsoe, Mr. Martin Topsoe and Mr. Emil Oigaard, members of the board of directors of HTH, may be deemed to share voting and investment power with respect to the shares reported herein and disclaim beneficial ownership of such shares, except to the extent of his or her pecuniary interest therein, if any. Mr. Jakob Haldor Topsoe and Ms. Christina Teng Topsoe are members of the Issuer's board of directors.
- The Series C Preferred Stock automatically converted into shares of Non-Voting Common Stock on a 1-for-1 basis, pursuant to an election made by the Reporting Person, immediately prior to the closing of the Issuer's initial public offering, and had no expiration date. Each share of Non-Voting Common Stock is convertible at any time at the option of the Reporting Person into one share of Common Stock (subject to a 4.99% beneficial ownership limitation that may be increased or decreased by the Reporting Person) and has no expiration date.

**Remarks:**

/s/ Misbah Tahir, by power of attorney 09/20/2019

\*\* 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.

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