FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

					or Se	ectio	on 30(h)	of th	è Ínv	estm	nent	Company A	ct o	f 1940	0							
1. Name and Address of Reporting Person* Redmile Group, LLC						2. Issuer Name and Ticker or Trading Symbol IGM Biosciences, Inc. [IGMS]										$ \begin{array}{cccc} \text{5. Relationship of Reporting Person(s) to Issu} \\ \text{(Check all applicable)} \\ X & \text{Director} & X & 10\% \text{ Own} \end{array} $						
(Last) (First) (Middle) ONE LETTERMAN DRIVE, BUILDING D SUITE D3-300						3. Date of Earliest Transaction (Month/Day/Year) 12/31/2020											Office below		ve title		Other (s below)	pecify
(Street) SAN FRANCISCO CA 94129						4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person Y Form filed by More than One Reporting Person							
(City) (State) (Zip)																						
Table I - Non-Deriva 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Ye					2A. I Exec		Deemed cution Date,		3. Transaction Code (Instr. 8)			Disposed of, or Bene 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			d (A) or	5. A Sec Ber Ow	mount of urities eficially		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Natur Indirect Benefic Owners 4)	.
									Code	e V	,	Amount	(A (C	() or	Price	Rep Tra	oorted nsaction(str. 3 and		(,		,	
Common Stock 12/31/2020					0			A			178(1)		A	\$0.00	3,426,16		57 I			See Footnote ⁽²⁾⁽³⁾⁽⁴⁾		
		Tal	ble	II - Derivati (e.g., pu													Owne	d				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Exe if a	Deemed ecution Date, iny onth/Day/Year)	4. Transaction Code (Instr. 8)		on of Der Sec (A) Dis of (Ins	5. Numbor of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, and 5)		Expiration (Month/Des				7. Title and Amount of Securities Underlying Derivative Security (Ins 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)	(A) (D)		Date Exercisa		Expirat	ion	Title	Amour or Number of Shares	per						
	nd Address of le Group,	Reporting Person*					,					•			•					•		
(Last) ONE LE SUITE I (Street)		(First) N DRIVE, BUIL	DIN	(Middle)		_																
SAN FRANC	ISCO	CA		94129																		
(City)		(State)		(Zip)																		
1. Name a		Reporting Person*																				
(Last) ONE LE	TTERMAN	(First) N DRIVE, BUIL	DIN	(Middle)																		
(Street) SAN FRANC	ISCO	CA		94129		-																

Explanation of Responses:

(State)

(Zip)

(City)

- 2. These securities were 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 these securities 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 securities to Redmile. Mr. Lee disclaims beneficial ownership of the securities, 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 securities may also be deemed beneficially owned by Jeremy Green as the principal of Redmile. Redmile and Mr. Green 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 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.

By: /s/ Jeremy Green,

Managing Member of 01/05/2021

Redmile Group, LLC

<u>/s/ Jeremy Green</u> <u>01/05/2021</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.