FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE** COMMISSION

Washington, D.C. 20549

OMB APPROVAL										
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$\neg$	to Section 16. Form 4 or Form 5
_	obligations may continue. See
	Instruction 1(b).

## 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

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Name and Address of Reporting Person*  Lee Michael Stewart					2. Issuer Name <b>and</b> Ticker or Trading Symbol IGM Biosciences, Inc. [IGMS]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
Lee Michael Stewart					[15.15]									X	Direc	ctor		10% Ov	vner		
(Last)	`	rst) (f		3. Date of Earliest Transaction (Month/Day/Year) 06/30/2023										Office	er (give title v)		Other (s below)	specify			
C/O REDMILE GROUP, LLC						4 If Assembly and Date of Original Filed (Marste S. O.)									6 Individual or Joint/Croup Filing (Chaol: Applicable						
ONE LETTERMAN DR., BLDG. D, SUITE D3-				4. If Amendment, Date of Original Filed (Month/Day/Year)								"	6. Individual or Joint/Group Filing (Check Applicable Line)								
300													X	X Form filed by One Reporting Person							
															Form filed by More than One Reporting						
(Street)														Person					orang		
SAN	caca Ca	۸ ۵	4129		Dula 10hF 1(a) Transaction Indication																
FRANC	ISCO CA	1 3	14123		Rule 10b5-1(c) Transaction Indication																
,						neck tl	his hox	to indi	cate that a	trans	action was n	nade ni	irsuant to	a con	ract ins	truction or wr	itten n	lan that is int	ended to		
(City)	(SI							ons of Rule 1						о р	nan unat 10 mit	0.1404 10					
` "			Zip)																		
		Table	I - No	n-Derivat	tive Se	ecur	ities	Acq	uired,	Disp	oosed of	, or I	Benef	iciall	y Owr	ned					
1. Title of	Security (Ins	tr. 3)		2. Transact					3. 4. Securities Acquired (A								6. Ownership		7. Nature		
				Date (Month/Day	Execution Date,			Transaction Disposed Of (D) (Instr. 3 Code (Instr. 5)			(Instr. 3,	, 4 and Securiti Benefic			Forr (D)		of Indirect Beneficial				
(100.00.00			(			th/Day/Year)		8)				Owner		d É		rect (I)	Ownership (Instr. 4)				
								$\overline{}$			1,,,		Repo		ted	(11151	u. 4)	(111501.4)			
									Code	۱v	Amount	(A) (D)	or Pri	ce	Transaction(s) (Instr. 3 and 4)						
Common Stock 06/30/2						2022					492(1)		\ <del> </del>	0.00	00 3,136			(2)(3)(4)			
Common	2023				A		492 <sup>(1)</sup> A		1 P	0.00	.00 3,130			(=)(=)(-)							
		Tab	ole II -	Derivativ	ve Sec	urit	ies A	cqu	ired, D	ispo	sed of,	or B	enefic	ially	Owne	ed					
				(e.g., pu	ts, cal	ls, v	varra	nts,	option	s, c	onvertib	le se	curiti	es) ์							
1. Title of Derivative	2. Conversion	3. Transaction Date	3A. Deemed Execution Date,		4. Transac	tion	5. Number		6. Date Exercisable and Expiration Date			7. Title and		8. Price of Derivative		9. Number derivative	of	10. Ownership	11. Nature		
Security	ity or Exercise (Month/Day/Year) if any				Code (Instr.		of		(Month/Day/Year) Securitie			rities	Security		Securities		Form:	Beneficial			
(Instr. 3)	Price of Derivative		(Month/Day/Year)				Derivative Securities		Underlying Derivative				(Instr. 5)		Beneficially Owned		Direct (D) or Indirect	Ownership (Instr. 4)			
	Security						Acquired (A) or Disposed		Security (Instr. 3 an						Following Reported		(I) (Instr. 4)	` ′			
												. S anu 4	'		Transactio	n(s)	(s)				
							of (D) (Instr. 3, 4 and 5)									(Instr. 4)					
													Amount								
					Code V (A)								or Numbe			1					
									Date		Expiration		of								
			1				(D)	Exercisa	ıble	Date	Title	Shares	-								

## **Explanation of Responses:**

- 1. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock. The amount reflects payment to Mr. Michael Lee of a quarterly retainer in common stock pursuant to the Issuer's Outside Director Compensation Policy.
- 2. The securities were granted to Mr. Lee in connection with his service as a member of the Board of Directors of the Issuer. Mr. Lee, a managing director of Redmile Group, LLC ("Redmile"), was elected to the board of the Issuer as a representative of Redmile and its affiliates. 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 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 was elected to the board of directors of the Issuer as a representative of Redmile and its affiliates. As a result, Redmile and Mr. Green are directors by deputization for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.

/s/ Michael Lee

07/03/2023

\*\* Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.