

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/20/2019	
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	09/20/2019		A		3,144,000	A	\$16	3,144,000	I	See Footnote ⁽¹⁾⁽²⁾

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
Series C Preferred Stock	(3)	09/20/2019		C			1,891,530	(3)	(3)	Non-Voting Common Stock	1,891,530	\$0.00	0	I	See Footnote ⁽¹⁾⁽²⁾
Non-Voting Common Stock	(4)	09/20/2019		C		1,891,530		(4)	(4)	Common Stock	1,891,530	\$0.00	1,891,530	I	See Footnote ⁽¹⁾⁽²⁾

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*		
Green Jeremy		
(Last)	(First)	(Middle)
ONE LETTERMAN DRIVE, BUILDING D		
SUITE D3-300		
(Street)		
SAN FRANCISCO CA		94129
(City) (State) (Zip)		

Explanation of Responses:

1. These securities are directly owned by certain private investment vehicles and separately managed accounts managed by Redmile Group, LLC ("Redmile") and may be deemed beneficially owned by Redmile as investment manager of such private investment vehicles and separately managed accounts. The reported securities may also be deemed beneficially owned by Jeremy Green as the principal of Redmile. The Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Persons are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
2. 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. As a result, the Reporting Persons are directors by deputization for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.
3. In accordance with the terms of the Issuer's Amended and Restated Certificate of Incorporation, the Reporting Persons had the option to convert the Series C Preferred Stock into either shares of the Issuer's voting Common Stock or Non-Voting Common Stock in any proportion at the Reporting Persons' sole discretion prior to the closing of a firm-commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of the Issuer's Common Stock. The Reporting Persons elected to have all of the Series C Preferred Stock converted into shares of the Issuer's Non-Voting Common Stock, and the Series C Preferred Stock converted into shares of the Issuer's Non-Voting Common Stock upon the closing of the Issuer's initial public offering on a 1-for-1 basis. The Series C Preferred Stock had no expiration date.
4. The Non-Voting Common Stock is convertible into shares of the Issuer's common stock at any time, in accordance with the terms of the Issuer's Amended and Restated Certificate of Incorporation at any time and from time to time at the holder's election on a 1-for-1 basis. Such conversion rate is reflected in the amount listed under Column 7. The Issuer's Amended and Restated Certificate of Incorporation provides that the holder may not convert any shares of Non-Voting Common 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 Common 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 Common Stock has no expiration date.

By: /s/ Jeremy Green,	
Managing Member of	09/23/2019
Redmile Group, LLC	
/s/ Jeremy Green	09/23/2019
** 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.

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.