

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Keyt Bruce</u>			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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>CHIEF SCIENTIFIC OFFICER</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/19/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O IGM BIOSCIENCES, INC. 325 E. MIDDLEFIELD ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>MOUNTAIN VIEW CA 94043</u>			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
(City)	(State)	(Zip)						

**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	07/19/2024		A		43,888 <sup>(1)</sup>	A	(2)	241,657	D	
Common Stock	07/19/2024		A		2,778 <sup>(3)</sup>	A	(2)	244,435	D	
Common Stock								4,039	I	See footnote <sup>(4)</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		Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$40.27	07/19/2024		D <sup>(2)</sup>		75,000	(2)	02/05/2030	Common Stock	75,000	(2)	0	D	
Stock Option (right to buy)	\$91.5	07/19/2024		D <sup>(2)</sup>		50,000	(2)	02/19/2031	Common Stock	50,000	(2)	0	D	

**Explanation of Responses:**

- These securities are restricted stock units (RSUs). Each RSU represents a contingent right to receive one share of the Issuer's Common Stock. One-half of the RSUs shall vest on July 19, 2025 and one-eighth of the RSUs shall vest each three-month anniversary thereafter, provided that the Reporting Person remains a service provider through each vesting date.
- Pursuant to the Issuer's previously disclosed option exchange program, on July 19, 2024 the Issuer cancelled the Reporting Person's options to purchase 75,000 shares and 50,000 shares of the Issuer's Common Stock and in exchange issued aggregate RSU grants of 43,888 shares and 2,778 shares.
- These securities are RSUs. Each RSU represents a contingent right to receive one share of the Issuer's Common Stock. One-half of the RSUs shall vest on January 19, 2026 and one-twelfth of the RSUs shall vest each three-month anniversary thereafter, provided that the Reporting Person remains a service provider through each vesting date.
- The shares are held directly by the Reporting Person's spouse.

/s/ Misbah Tahir, by power of attorney. 07/23/2024

\*\* 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.