

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>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) 03/31/2022	
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	03/31/2022		A		230 <sup>(1)</sup>	A	\$0.00	3,335,817	I	See Footnotes <sup>(2)(5)(6)</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
Non-Voting Common Stock	(3)	04/01/2022		P		2,608,695		04/01/2022	(3)(4)	Common Stock	2,608,695	\$23	4,500,225	I	See Footnotes <sup>(3)(4)(5)</sup>

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)
1. Name and Address of Reporting Person* <u>Green Jeremy</u>  (Last) (First) (Middle) C/O REDMILE GROUP, LLC ONE LETTERMAN DRIVE, BLDG D SUITE D3-300  (Street) SAN FRANCISCO CA 94129  (City) (State) (Zip)

Explanation of Responses:

- 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.
- 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.
- On April 1, 2022, certain private investment vehicles managed by Redmile (the "Redmile Funds") participated in an underwritten public offering of the Issuer's non-voting common stock. 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.
- (cont'd from 3) 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. The non-voting common stock held by the Redmile Funds may be deemed beneficially owned by Redmile as the investment manager of such Redmile Funds.
- The securities may also be deemed beneficially owned by Jeremy Green as the principal of Redmile. Redmile and Mr. Green (the "Reporting Persons") 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 either of the Reporting Persons 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.

6. 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 04/04/2022  
Member of Redmile Group, LLC

/s/ Jeremy Green 04/04/2022

\*\* 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.**