

# **IGM BIOSCIENCES, INC.**

Reported by  
**TOPSOE HOLDING A/S**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 09/20/19 for the Period Ending 09/18/19

Address	325 E MIDDLEFIELD ROAD MOUNTAIN VIEW, CA, 94043
Telephone	650-965-7873
CIK	0001496323
Symbol	IGMS
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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Form 5 obligations may  
continue. See Instruction 1(b).

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 - *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<b>Haldor Topsoe Holding A/S</b>	<b>IGM Biosciences, Inc. [ IGMS ]</b>	<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
<b>HALDOR TOPSOES ALLE 1</b>	<b>9/18/2019</b>	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
<b>KGS. LYNGBY, G7 2800</b>		<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City) (State) (Zip)		<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	9/18/2019		P		1250000	A	\$16.00
Common Stock	9/20/2019		C		9039453	A	\$0.00 (2)

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B Preferred Stock	(2)	9/20/2019		C			9039453	(2)	(2)	Common Stock	9039453	\$0.00	0	D (1)	
Series C Preferred Stock	(3)	9/20/2019		C			2269838	(3)	(3)	Non-Voting Common Stock	2269838	\$0.00	0	D (1)	
Non-Voting Common Stock	(3)	9/20/2019		C			2269838	(3)	(3)	Common Stock	2269838	\$0.00	2269838	D (1)	

#### Explanation of Responses:

- All shares are held directly by Haldor Topsoe Holding A/S (HTH). Mr. Jakob Haldor Topsoe, Ms. Christina Teng Topsoe, Mr. Martin Topsoe and Mr. Emil Oigaard, members of the board of directors of HTH, may be deemed to share voting and investment power with respect to the shares reported herein and disclaim beneficial ownership of such shares, except to the extent of his or her pecuniary interest therein, if any. Mr. Jakob Haldor Topsoe and Ms. Christina Teng Topsoe are members of the Issuer's board of directors.
- The Series B Preferred Stock automatically converted into shares of Common Stock on a 1-for-1 basis immediately prior to the closing of the Issuer's initial public offering. The Series B Preferred Stock had no expiration date.
- The Series C Preferred Stock automatically converted into shares of Non-Voting Common Stock on a 1-for-1 basis, pursuant to an election made by the Reporting Person, immediately prior to the closing of the Issuer's initial public offering, and had no expiration date. Each share of Non-Voting Common Stock is convertible at any time at the option of the Reporting Person into one share of Common Stock (subject to a 4.99% beneficial ownership limitation that may be increased or decreased by the Reporting Person) and has no expiration date.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Haldor Topsoe Holding A/S</b> <b>HALDOR TOPSOES ALLE 1</b> <b>KGS. LYNGBY, G7 2800</b>		X		

#### Signatures

/s/ Misbah Tahir, by power of attorney

9/20/2019

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**\*\***Signature of Reporting Person

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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.

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