

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) 10/03/2022	
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	10/03/2022		j <sup>(1)</sup>		221,072	D	\$22.49	3,336,277	I	See Footnotes <sup>(5)(6)(7)</sup>
Common Stock	10/03/2022		j <sup>(1)</sup>		221,072	A	\$22.49	3,336,277	I	See Footnotes <sup>(5)(6)(7)</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	Amount or Number of Shares				
Non-Voting Common Stock	(2)	10/03/2022		j <sup>(1)</sup>		297,801		(2)	(3)	Common Stock	297,801	\$22.49	4,500,225	I	See Footnotes <sup>(5)(6)(7)</sup>
Non-Voting Common Stock	(2)	10/03/2022		j <sup>(1)</sup>		297,801		(2)	(3)	Common Stock	297,801	\$22.49	4,500,225	I	See Footnotes <sup>(5)(6)(7)</sup>
Pre-Funded Warrants to Purchase Common Stock	\$0.01	10/03/2022		j <sup>(1)</sup>		16,375		12/11/2020	(4)	Common Stock	16,375	\$22.48	667,666	I	See Footnotes <sup>(5)(6)(7)</sup>
Pre-Funded Warrants to Purchase Common Stock	\$0.01	10/03/2022		j <sup>(1)</sup>		16,375		12/11/2020	(4)	Common Stock	16,375	\$22.48	667,666	I	See Footnotes <sup>(5)(6)(7)</sup>

1. Name and Address of Reporting Person\*  
Redmile Group, LLC  
  
 (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\*  
Green Jeremy  
  
 (Last) (First) (Middle)  
 C/O REDMILE GROUP, LLC (NY OFFICE)  
 45 W. 27TH STREET, FLOOR 11  
  
 (Street)

NEW YORK NY 10001

(City) (State) (Zip)

**Explanation of Responses:**

1. Represents a cross-trade of securities of the Issuer among certain private funds managed by Redmile (the "Redmile Funds"). The reported transactions occurred simultaneously at the market open, at which time the price of the Issuer's common stock was \$22.49, and therefore the reported transactions resulted in no profit to any of the Redmile Funds, Redmile or Jeremy Green and resulted in no change in the aggregate beneficial ownership of Redmile and Mr. Green.
2. 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.
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.
4. The pre-funded warrants to purchase common stock of the Issuer have no expiration date.
5. The common stock, non-voting common stock and pre-funded warrants of the Issuer reported herein are directly owned by the Redmile Funds, none of which individually is a 10% owner, and may be deemed beneficially owned by Redmile as investment manager of the Redmile Funds.
6. The reported securities may also be deemed beneficially owned by Jeremy Green as the principal of Redmile. Each of Redmile and Mr. Green (collectively, the "Reporting Persons") disclaims beneficial ownership of the reported securities except to the extent of their pecuniary interest therein. This report shall not be deemed an admission that such Reporting Persons are a beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
7. Mr. 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.

By: /s/ Jeremy Green, Managing 10/05/2022  
Member of Redmile Group, LLC

/s/ Jeremy Green 10/05/2022

\*\* 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.

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