

Merck & Co., Inc.
Form 3
April 03, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Merck & Co., Inc. | | (Month/Day/Year) | NGM BIOPHARMACEUTICALS INC [NGM] | |
| (Last) | (First) | (Middle) | 04/03/2019 | |
| 2000 GALLOPING HILL ROAD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| KENILWORTH,Â NJÂ 07033 | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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 control number.

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

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | | | |
| | | Title | Amount or Number of Shares | | |

| | | | | | | | |
|--------------------------------------|-------|-------|--------------|---------------|--------|---|------------------|
| Series E Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 8,833,333 (1) | \$ (1) | I | See Footnote (2) |
|--------------------------------------|-------|-------|--------------|---------------|--------|---|------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Merck & Co., Inc. 2000 GALLOPING HILL ROAD KENILWORTH, NJ 07033 | Â | Â X | Â | Â |
| Merck Sharp & Dohme Corp. ONE MERCK DRIVE WHITEHOUSE STATION, NJ 08889 | Â | Â X | Â | Â |

Signatures

| | |
|---|------------|
| Merck & Co., Inc. /s/ Faye C. Brown, Senior Assistant Secretary | 04/03/2019 |
| __Signature of Reporting Person | Date |

| | |
|---|------------|
| Merck Sharp & Dohme Corp., /s/ Faye C. Brown, Assistant Secretary | 04/03/2019 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- The number of shares of common stock reflects a 1-for-2 reverse stock split, which became effective March 22, 2019. Each share of the Issuer's Series E Preferred Stock is convertible into the Issuer's common stock on a 1-for-2 basis and has no expiration date. The number
- (1) of underlying shares of common stock reported in Column 3 reflects the 1-for-2 reverse stock split pursuant to which every 2 shares of Preferred Stock will convert into one share of common stock of the Issuer, effective upon the closing of the Issuer's initial public offering, for no additional consideration.
- (2) These securities are owned directly by Merck Sharp & Dohme Corp., which is a direct, wholly owned subsidiary of Merck & Co., Inc. ("Merck"). Merck is an indirect beneficial owner of the reported securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.