

OncoMed Pharmaceuticals Inc  
 Form 4  
 July 23, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or 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, 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 \*  
**VERTICAL GROUP LP**

2. Issuer Name and Ticker or Trading Symbol  
**OncoMed Pharmaceuticals Inc [OMED]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 25 DEFOREST AVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 07/23/2013

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ Other (specify below)

SUMMIT, NJ 07901  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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. 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 Ownership (Instr. 4) |   |                  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |   |                  |
| Common Stock                    | 07/23/2013                           |  | C                              |   | 473,122   | A  | Ⓛ 473,122                         | I | See Footnote (2) |
| Common Stock                    | 07/23/2013                           |  | C                              |   | 547,205   | A  | Ⓛ 1,020,327                       | I | See Footnote (2) |
| Common Stock                    | 07/23/2013                           |  | C                              |   | 666,661   | A  | Ⓛ 1,686,988                       | I | See Footnote (2) |
| Common Stock                    | 07/23/2013                           |  | C                              |   | 237,403   | A  | Ⓛ 237,403                         | I | See Footnote     |

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|              |            |  |   |         |   |            |         |   |                                       |
|--------------|------------|--|---|---------|---|------------|---------|---|---------------------------------------|
| Common Stock | 07/23/2013 |  | C | 287,527 | A | <u>(1)</u> | 524,930 | I | <u>(3)</u><br>See Footnote <u>(3)</u> |
| Common Stock | 07/23/2013 |  | C | 278,764 | A | <u>(1)</u> | 803,694 | I | <u>(3)</u><br>See Footnote <u>(3)</u> |

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

**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.**

SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   | Amount or Number of Shares    |
| Series A Preferred Stock <u>(1)</u>        | <u>(1)</u>   | 07/23/2013                           |  | C                              | 473,122   | <u>(4)</u> <u>(5)</u>                                    | Common Stock  | 473,122                       |
| Series A Preferred Stock <u>(1)</u>        | <u>(1)</u>   | 07/23/2013                           |  | C                              | 237,403   | <u>(4)</u> <u>(5)</u>                                    | Common Stock  | 237,403                       |
| Series B Preferred Stock <u>(1)</u>        | <u>(1)</u>   | 07/23/2013                           |  | C                              | 547,205   | <u>(4)</u> <u>(5)</u>                                    | Common Stock  | 547,205                       |
| Series B Preferred Stock <u>(1)</u>        | <u>(1)</u>   | 07/23/2013                           |  | C                              | 287,527   | <u>(4)</u> <u>(5)</u>                                    | Common Stock  | 287,527                       |
| Series B-1 Preferred Stock <u>(1)</u>      | <u>(1)</u>   | 07/23/2013                           |  | C                              | 666,661   | <u>(4)</u> <u>(5)</u>                                    | Common Stock  | 666,661                       |
| Series B-1 Preferred Stock <u>(1)</u>      | <u>(1)</u>   | 07/23/2013                           |  | C                              | 278,764   | <u>(4)</u> <u>(5)</u>                                    | Common Stock  | 278,764                       |

# Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| VERTICAL GROUP LP<br>25 DEFOREST AVE<br>SUMMIT, NJ 07901 |               | X         |         |       |

## Signatures

/s/ John E. Runnells, Authorized Signatory for The Vertical Group, L.P.

07/23/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Each share of Series A, Series B and Series B-1 Preferred Stock automatically converted on a one-to-one basis into Common Stock immediately prior to the consummation of the Issuer's initial public offering on July 23, 2013.  
  
The shares are held directly by Vertical Fund I, L.P., ("VFI"), a Delaware limited partnership. The Vertical Group, L.P. ("VG LP"), a Delaware limited partnership, is the sole general partner of VFI, and The Vertical Group GP, LLC ("VG LLC"), a Delaware limited liability company, controls VG LP. VG LP and VG LLC disclaim beneficial ownership of all securities that may be deemed to be beneficially owned by VFI except to the extent of any pecuniary interest therein. This Form 4 shall not be deemed an admission that VG LP, VG LLC or any other person referred to herein is a beneficial owner of any securities for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.
- (2) The shares are held directly by Vertical Fund II, L.P., ("VFII"), a Delaware limited partnership. The Vertical Group, L.P. ("VG LP"), a Delaware limited partnership, is the sole general partner of VFII, and The Vertical Group GP, LLC ("VG LLC"), a Delaware limited liability company, controls VG LP. VG LP and VG LLC disclaim beneficial ownership of all securities that may be deemed to be beneficially owned by VFII except to the extent of any pecuniary interest therein. This Form 4 shall not be deemed an admission that VG LP, VG LLC or any other person referred to herein is a beneficial owner of any securities for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.
- (3) The securities are immediately convertible.
- (4) The expiration date is not relevant to the conversion of these securities.
- (5) The expiration date is not relevant to the conversion of these 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.