

OncoMed Pharmaceuticals Inc  
 Form 4  
 July 23, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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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 \*  
**MORGENTHALER PARTNERS VII 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)  
**2710 SAND HILL ROAD**  
 (Street)

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

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

**MENLO PARK, CA 94025**

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

(City) (State) (Zip)

**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		710,526	A	Ⓣ 710,526
Common Stock	07/23/2013		C		834,732	A	Ⓣ 1,545,258
Common Stock	07/23/2013		C		893,825	A	Ⓣ 2,439,083
Common Stock	07/23/2013		P		70,588	A	\$ 17 2,509,671

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

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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
Series A Preferred Stock <sup>(1)</sup>	<u>(1)</u>	07/23/2013		C	710,526	<u>(3)</u> <u>(4)</u>	Common Stock	710,526
Series B Preferred Stock <sup>(1)</sup>	<u>(1)</u>	07/23/2013		C	834,732	<u>(3)</u> <u>(4)</u>	Common Stock	834,732
Series B-1 Preferred Stock <sup>(1)</sup>	<u>(1)</u>	07/23/2013		C	893,825	<u>(3)</u> <u>(4)</u>	Common Stock	893,825

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORGENTHALER PARTNERS VII LP 2710 SAND HILL ROAD MENLO PARK, CA 94025		X		
Morgenthaler Management Partners VII, LLC 2710 SAND HILL ROAD MENLO PARK, CA 94025		X		

## Signatures

/s/ Scott D. Walters, Partner & COO for Morgenthaler Partners VII, L.P. 07/23/2013  
 \*\*Signature of Reporting Person Date

/s/ Scott D. Walters, Partner & COO for Morgenthaler Management Partners VII, L.L.C. 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.
- (2) Morgenthaler Management Partners VII, L.L.C., as the general partner of Morgenthaler Partners VII, L.P., beneficially owns the reported securities indirectly, but disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.
- (3) The securities are immediately convertible.
- (4) 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.

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