

USVP ENTREPRENEUR PARTNERS VIII A L P
 Form 4
 May 13, 2014

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 *
PRESIDIO MANAGEMENT GROUP VIII L L C

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)
2735 SAND HILL ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2014

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

MENLO PARK, CA 94025
 (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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/09/2014		J ⁽¹⁾		975,996	D	Ⓛ	2,927,988	I	Directly owned by USVP VIII ⁽³⁾
Common Stock	05/09/2014		J ⁽¹⁾		9,421	D	Ⓛ	28,261	I	Directly owned by AFF VIII ⁽³⁾
Common Stock	05/09/2014		J ⁽¹⁾		300,063	A	Ⓛ	300,063	I	Directly owned by PMG VIII ⁽³⁾

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Common Stock	05/09/2014	J ⁽²⁾	300,063	D	<u>(2)</u>	0	I	Directly owned by PMG VIII ⁽³⁾
Common Stock	05/09/2014	J ⁽²⁾	28,966	A	<u>(2)</u>	28,966	I	Directly owned by Federman ⁽³⁾
Common Stock	05/09/2014	J ⁽²⁾	34,743	A	<u>(2)</u>	34,743	I	Directly owned by Krausz ⁽³⁾
Common Stock	05/12/2014	S	17,371	D	\$ <u>(4)</u> 21.98	17,382	I	Directly owned by Krausz ⁽³⁾
Common Stock	05/09/2014	J ⁽²⁾	28,956	A	<u>(2)</u>	28,956	I	Directly owned by Liddle ⁽³⁾
Common Stock	05/12/2014	S	28,956	D	\$ <u>(4)</u> 21.99	0	I	Directly owned by Liddle ⁽³⁾
Common Stock	05/09/2014	J ⁽²⁾	9,307	A	<u>(2)</u>	9,307	I	Directly owned by Tansey ⁽³⁾
Common Stock	05/09/2014	J ⁽²⁾	28,956	A	<u>(2)</u>	28,956	I	Directly owned by Young ⁽³⁾

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
							Title		

Date Exercisable	Expiration Date	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRESIDIO MANAGEMENT GROUP VIII L L C 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
US VENTURE PARTNERS VIII L P 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
USVP VIII AFFILIATES FUND L P 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
USVP ENTREPRENEUR PARTNERS VIII A L P 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
USVP ENTREPRENEUR PARTNERS VIII B L P 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
FEDERMAN IRWIN 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
KRAUSZ STEVEN M 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
LIDDLE DAVID E 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
Tansey Casey M 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
YOUNG PHILIP M 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		

Signatures

Michael P. Maher - Attorney in fact for each reporting person

05/13/2014

__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) Prorata distribution in kind from the partnership without consideration to its partners.
- (2) Distribution in kind to the members and managing members of PMG VIII.

The reported securities are owned directly by each of U.S. Venture Partners VIII, L.P. ("USVP VIII"), USVP VIII Affiliates Fund, L.P. ("AFF VIII"), USVP Entrepreneur Partners VIII-A, L.P. ("EP VIII-A") and USVP Entrepreneur Partners VIII-B, L.P. ("EP VIII-B" and together with USVP VIII, AFF VIII and EP VIII-A, the "USVP VIII Funds"). Presidio Management Group VIII, L.L.C. ("PMG VIII") is the general partner of each of USVP VIII, AFF VIII, EP VIII-A and EP VIII-B and may be deemed to have sole voting and dispositive power over the shares held by the USVP VIII Funds. PMG VIII and each of Irwin Federman, Steven M. Krausz, David Liddle, Jonathan D. Root, Casey M. Tansey and Philip M. Young, the managing members of PMG VIII who may be deemed to share voting and dispositive power over the reported securities, disclaim beneficial ownership of the reported securities held by the USVP VIII Funds except to the extent of any pecuniary interest therein.

- (4) Represents a weighed average sales price of all trades for the day for the direct owner.

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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