

Stagg Robert
Form 4
April 23, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Stagg Robert

(Last) (First) (Middle)

C/O ONCOMED
PHARMACEUTICALS, INC., 800
CHESAPEAKE DRIVE

(Street)

REDWOOD CITY, CA 94063

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/23/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

See Remarks

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	04/23/2019		U	28,917 D	(1) (2) 0	D	

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

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information contained in this form are not
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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)**

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Stagg Robert
C/O ONCOMED PHARMACEUTICALS, INC.
800 CHESAPEAKE DRIVE
REDWOOD CITY, CA 94063

See Remarks

Signatures

/s/ Alicia Hager, Attorney-in-Fact for Robert
Stagg

04/23/2019

 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) On April 23, 2019, pursuant to the Agreement and Plan of Merger and Reorganization (the "Merger Agreement"), dated as of December 5, 2018, by and among Mereo Biopharma Group PLC ("Mereo"), Mereo US Holdings Inc., Mereo Mergerco One Inc. ("Merger Sub") and the Issuer, Merger Sub merged with and into the Issuer, with the Issuer surviving as an indirect wholly-owned subsidiary of Mereo (the "Merger"). Pursuant to the Merger, the Issuer's stockholders received the right to receive (i) a certain number of American Depositary Shares, each representing five ordinary shares, 0.003 pounds par value per share, of Mereo and (ii) one contingent value right, which represents the contractual right to receive contingent payments if specified milestones are achieved within agreed time periods, subject to and in accordance with the CVR Agreement, dated April 23, 2019, by and among Computershare Inc. and Mereo (the "Merger Consideration") for each share of the Issuer's stock that they own.

(2) (Continued from footnote 1) Pursuant to the Merger, the Reporting Person disposed of all shares of Issuer common stock beneficially owned by it, and received the Merger Consideration for each share of Issuer common stock.

Remarks:

Senior Vice President, Clinical Research and Development

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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