

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ROOT JONATHAN D</u>  (Last) (First) (Middle) <u>C/O ONCOMED PHARMACEUTICALS, INC.</u> <u>800 CHESAPEAKE DRIVE</u>  (Street) <u>REDWOOD CITY CA 94063</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>OncoMed Pharmaceuticals Inc [ OMED ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/23/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	04/23/2019		U		121,020	D	(1)(2)	0	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- 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.
- (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:**

/s/ Alicia Hager, Attorney-in-Fact for Jonathan D. Root 04/23/2019

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.