

<b>OMB APPROVAL</b>	
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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>LASERSOHN JACK W</u>  (Last) (First) (Middle) <u>C/O ONCOMED PHARMACEUTICALS, INC.</u> <u>800 CHESAPEAKE DRIVE</u>  (Street) <u>REDWOOD 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>01/29/2014</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	01/29/2014		J <sup>(1)</sup>		2,304	A	\$0.00	1,689,292	I	See Footnote <sup>(2)</sup>
Common Stock	01/29/2014		J <sup>(1)</sup>		576	A	\$0.00	804,270	I	See Footnote <sup>(3)</sup>

**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		(A)	(D)					

**Explanation of Responses:**

- Pro rata distribution from De Novo Ventures II, L.P. to the Vertical Fund I, L.P. and the Vertical Fund II, L.P.
- The shares are held by Vertical Fund I, L.P., a Delaware limited partnership ("VFI"). The Vertical Group, L.P., a Delaware limited partnership, is the sole general partner of VFI, and The Vertical Group GP, LLC controls The Vertical Group, L.P. Mr. Lasersohn is a Member and Manager of The Vertical Group GP, LLC. All shares of stock indicated as owned by Mr. Lasersohn are included because of his affiliation with The Vertical Group, L.P. Mr. Lasersohn disclaims beneficial ownership of all securities that may be deemed to be beneficially owned by The Vertical Group, L.P., except to the extent of any pecuniary interest therein. This Form 4 shall not be deemed an admission that Mr. Lasersohn 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.
- The shares are held by Vertical Fund II, L.P., a Delaware limited partnership ("VFII"). The Vertical Group, L.P., a Delaware limited partnership, is the sole general partner of VFII, and The Vertical Group GP, LLC controls The Vertical Group, L.P. Mr. Lasersohn is a Member and Manager of The Vertical Group GP, LLC. All shares of stock indicated as owned by Mr. Lasersohn are included because of his affiliation with The Vertical Group, L.P. Mr. Lasersohn disclaims beneficial ownership of all securities that may be deemed to be beneficially owned by The Vertical Group, L.P., except to the extent of any pecuniary interest therein. This Form 4 shall not be deemed an admission that Mr. Lasersohn 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.

**Remarks:**

/s/ Alicia Hager, Attorney-in-Fact for Jack W. Lasersohn 03/05/2014

\*\* 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.**