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**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>Gould Terry P</u>  (Last) (First) (Middle) C/O ONCOMED PHARMACEUTICALS, INC. 800 CHESAPEAKE DRIVE  (Street) REDWOOD CA 94063 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) 01/09/2015	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/09/2015		J <sup>(1)</sup>		43,021	A	\$0.00	43,021	I	By Adams Street Partnership Fund - 2002 U.S. Fund, L.P. <sup>(2)</sup>
Common Stock	01/09/2015		J <sup>(1)</sup>		18,278	A	\$0.00	18,278	I	By Adams Street Partnership Fund - 2003 U.S. Fund, L.P. <sup>(3)</sup>
Common Stock	01/09/2015		J <sup>(1)</sup>		14,118	A	\$0.00	14,118	I	By Adams Street Partnership Fund - 2004 U.S. Fund, L.P. <sup>(4)</sup>
Common Stock	01/09/2015		J <sup>(1)</sup>		19,667	A	\$0.00	19,667	I	By Adams Street Partnership Fund - 2005 U.S. Fund, L.P. <sup>(5)</sup>
Common Stock	01/09/2015		J <sup>(1)</sup>		1,166	A	\$0.00	1,166	I	By Brinson Partnership Fund-2004 Primary Fund, L.P. <sup>(6)</sup>
Common Stock	01/09/2015		J <sup>(1)</sup>		782	A	\$0.00	782	I	By The 2004 Primary Brinson Partnership Fund Offshore Series Company Ltd. <sup>(7)</sup>

**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	01/09/2015		J <sup>(1)</sup>		2,431	A	\$0.00	2,431	I	By UBS Global Asset Management Trust Company as Trustee of the Brinson Partnership Fund Trust-2004 <sup>(8)</sup>
Common Stock	01/09/2015		J <sup>(1)</sup>		27,217	A	\$0.00	30,546	I	By The Bank of New York Mellon as Trustee for the Hewlett-Packard Company Master Trust <sup>(9)</sup>
Common Stock	01/09/2015		J <sup>(1)</sup>		11,134	A	\$0.00	17,251	I	By Brinson Partnership Fund-2001 Primary Fund, L.P. <sup>(10)</sup>
Common Stock	01/09/2015		J <sup>(1)</sup>		8,498	A	\$0.00	13,166	I	By The 2001 Primary Brinson Partnership Fund Offshore Series Company Ltd. <sup>(11)</sup>
Common Stock	01/09/2015		J <sup>(1)</sup>		26,761	A	\$0.00	41,462	I	By UBS Global Asset Management Trust Company as Trustee of the Brinson Partnership Fund Trust-2001 <sup>(12)</sup>
Common Stock	01/09/2015		J <sup>(1)</sup>		3,555	A	\$0.00	5,552	I	By Orange County Employees Retirement System <sup>(13)</sup>
Common Stock	01/09/2015		J <sup>(1)</sup>		17,775	A	\$0.00	27,097	I	By State Universities Retirement System Private Trust I <sup>(14)</sup>
Common Stock								641,750	I	By Adams Street 2006 Direct Fund, L.P. <sup>(15)</sup>

**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)			
Common Stock							592,953	I	By Adams Street V, L.P. <sup>(16)</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:**

- Certain funds associated with the reporting person received the shares for no consideration as part of a pro-rata distribution of shares by funds controlled by Latterell Venture Partners.
- Represents Shares held directly by Adams Street Partnership Fund - 2002 U.S. Fund, L.P. ("AS 2002 US"). Adams Street Partners, LLC ("ASP"), acting as the general partner of AS 2002 US may be deemed to have sole voting and investment power over the shares held by AS 2002 US. David Brett, Jeffrey T. Diehl, Elisha (Terry) P. Gould III, Robin P. Murray, Sachin Tulyani, Craig D. Waslin and David Welsh are partners of ASP (or a subsidiary thereof) and may be deemed to share voting and investment power over the shares held by AS 2002 US. Such persons and entities disclaim beneficial ownership of shares held by AS 2002 US, except to the extent of any pecuniary interest therein.
- Represents Shares held directly by Adams Street Partnership Fund - 2003 U.S. Fund, L.P. ("AS 2003 US"). Adams Street Partners, LLC ("ASP"), acting as the general partner of AS 2003 US may be deemed to have sole voting and investment power over the shares held by AS 2003 US. David Brett, Jeffrey T. Diehl, Elisha (Terry) P. Gould III, Robin P. Murray, Sachin Tulyani, Craig D. Waslin and David Welsh are partners of ASP (or a subsidiary thereof) and may be deemed to share voting and investment power over the shares held by AS 2003 US. Such persons and entities disclaim beneficial ownership of shares held by AS 2003 US, except to the extent of any pecuniary interest therein.
- Represents Shares held directly by Adams Street Partnership Fund - 2004 U.S. Fund, L.P. ("AS 2004 US"). Adams Street Partners, LLC ("ASP"), acting as the general partner of AS 2004 US may be deemed to have sole voting and investment power over the shares held by AS 2004 US. David Brett, Jeffrey T. Diehl, Elisha (Terry) P. Gould III, Robin P. Murray, Sachin Tulyani, Craig D. Waslin and David Welsh are partners of ASP (or a subsidiary thereof) and may be deemed to share voting and investment power over the shares held by AS 2004 US. Such persons and entities disclaim beneficial ownership of shares held by AS 2004 US, except to the extent of any pecuniary interest therein.
- Represents Shares held directly by Adams Street Partnership Fund - 2005 U.S. Fund, L.P. ("AS 2005 US"). Adams Street Partners, LLC ("ASP"), acting as the general partner of AS 2005 US may be deemed to have sole voting and investment power over the shares held by AS 2005 US. David Brett, Jeffrey T. Diehl, Elisha (Terry) P. Gould III, Robin P. Murray, Sachin Tulyani, Craig D. Waslin and David Welsh are partners of ASP (or a subsidiary thereof) and may be deemed to share voting and investment power over the shares held by AS 2005 US. Such persons and entities disclaim beneficial ownership of shares held by AS 2005 US, except to the extent of any pecuniary interest therein.
- Represents Shares held directly by Brinson Partnership Fund-2004 Primary Fund, L.P. ("BPF 2004 Primary"). Adams Street Partners, LLC ("ASP") is the sub-advisor and is acting under power of attorney, and may be deemed to have sole voting and investment power over the shares held by BPF 2004 Primary. David Brett, Jeffrey T. Diehl, Elisha (Terry) P. Gould III, Robin P. Murray, Sachin Tulyani, Craig D. Waslin and David Welsh are partners of ASP (or a subsidiary thereof) and may be deemed to share voting and investment power over the shares held by BPF 2004 Primary. Such persons and entities disclaim beneficial ownership of shares held by BPF 2004 Primary, except to the extent of any pecuniary interest therein.
- Represents Shares held directly by The 2004 Primary Brinson Partnership Fund Offshore Series Company Ltd. ("BPF 2004 Offshore"). Adams Street Partners, LLC ("ASP") is the sub-advisor and is acting under power of attorney, and may be deemed to have sole voting and investment power over the shares held by BPF 2004 Offshore. David Brett, Jeffrey T. Diehl, Elisha (Terry) P. Gould III, Robin P. Murray, Sachin Tulyani, Craig D. Waslin and David Welsh are partners of ASP (or a subsidiary thereof) and may be deemed to share voting and investment power over the shares held by BPF 2004 Offshore. Such persons and entities disclaim beneficial ownership of shares held by BPF 2004 Offshore, except to the extent of any pecuniary interest therein.
- Represents Shares held directly by UBS Global Asset Management Trust Company as Trustee of the Brinson Partnership Fund Trust- 2004 Primary Fund ("BPF 2004Trust"). Adams Street Partners, LLC ("ASP") is the sub-advisor and is acting under power of attorney, and may be deemed to have sole voting and investment power over the shares held by BPF 2004Trust. David Brett, Jeffrey T. Diehl, Elisha (Terry) P. Gould III, Robin P. Murray, Sachin Tulyani, Craig D. Waslin and David Welsh are partners of ASP (or a subsidiary thereof) and may be deemed to share voting and investment power over the shares held by BPF 2004Trust. Such persons and entities disclaim beneficial ownership of shares held by BPF 2004 Trust, except to the extent of any pecuniary interest therein.
- Represents Shares held directly by The Bank of New York Mellon as Trustee for the Hewlett-Packard Company Master Trust (fka EDS Retirement Plan Trust) ("HP Trust"). Adams Street Partners, LLC ("ASP"), the advisor acting under power of attorney may be deemed to have sole voting and investment power over the shares held by HP Trust. David Brett, Jeffrey T. Diehl, Elisha (Terry) P. Gould III, Robin P. Murray, Sachin Tulyani, Craig D. Waslin and David Welsh are partners of ASP (or a subsidiary thereof) and may be deemed to share voting and investment power over the shares held by HP Trust. Such persons and entities disclaim beneficial ownership of shares held by HP Trust, except to the extent of any pecuniary interest therein.
- Represents Shares held directly by Brinson Partnership Fund-2001 Primary Fund, L.P. ("BPF 2001Primary"). Adams Street Partners, LLC ("ASP") is the sub-advisor and is acting under power of attorney, and may be deemed to have sole voting and investment power over the shares held by BPF 2001. David Brett, Jeffrey T. Diehl, Elisha (Terry) P. Gould III, Robin P. Murray, Sachin Tulyani, Craig D. Waslin and David Welsh are partners of ASP (or a subsidiary thereof) and may be deemed to share voting and investment power over the shares held by BPF 2001 Primary. Such persons and entities disclaim beneficial ownership of shares held by BPF 2001 Primary, except to the extent of any pecuniary interest therein.
- Represents Shares held directly by The 2001 Primary Brinson Partnership Fund Offshore Series Company Ltd. ("BPF 2001Offshore"). Adams Street Partners, LLC ("ASP") is the sub-advisor and is acting under power of attorney, and may be deemed to have sole voting and investment power over the shares held by BPF 2001Offshore. David Brett, Jeffrey T. Diehl, Elisha (Terry) P. Gould III, Robin P. Murray, Sachin Tulyani, Craig D. Waslin and David Welsh are partners of ASP (or a subsidiary thereof) and may be deemed to share voting and investment power over the shares held by BPF 2001 Offshore. Such persons and entities disclaim beneficial ownership of shares held by BPF 2001 Offshore, except to the extent of any pecuniary interest therein.
- Represents Shares held directly by UBS Global Asset Management Trust Company as Trustee of the Brinson Partnership Fund Trust- 2001 Primary Fund ("BPF 2001Trust"). Adams Street Partners, LLC ("ASP") is the sub-advisor and is acting under power of attorney, and may be deemed to have sole voting and investment power over the shares held by BPF 2001Trust. David Brett, Jeffrey T. Diehl, Elisha (Terry) P. Gould III, Robin P. Murray, Sachin Tulyani, Craig D. Waslin and David Welsh are partners of ASP (or a subsidiary thereof) and may be deemed to share voting and investment power over the shares held by BPF 2001Trust. Such persons and entities disclaim beneficial ownership of shares held by BPF 2001 Trust, except to the extent of any pecuniary interest therein.
- Represents Shares held directly by Orange County Employees Retirement System ("OCERS"). Adams Street Partners, LLC ("ASP"), the advisor acting under power of attorney may be deemed to have sole voting and investment power over the shares held by OCERS. David Brett, Jeffrey T. Diehl, Elisha (Terry) P. Gould III, Robin P. Murray, Sachin Tulyani, Craig D. Waslin and David Welsh are partners of ASP (or a subsidiary thereof) and may be deemed to share voting and investment power over the shares held by OCERS. Such persons and entities disclaim beneficial ownership of shares held by OCERS, except to the extent of any pecuniary interest therein.
- Represents Shares held directly by State Universities Retirement System Private Trust I ("SURS"). Adams Street Partners, LLC ("ASP"), the advisor acting under power of attorney may be deemed to have sole voting and investment power over the shares held by SURS. David Brett, Jeffrey T. Diehl, Elisha (Terry) P. Gould III, Robin P. Murray, Sachin Tulyani, Craig D. Waslin and David Welsh are partners of ASP (or a subsidiary thereof) and may be deemed to share voting and investment power over the shares held by SURS. Such persons and entities disclaim beneficial ownership of shares held by SURS, except to the extent of any pecuniary interest therein.

15. Represents Shares held directly by Adams Street 2006 Direct Fund, L.P. ("AS 2006"). ASP 2006 Direct Management, LLC, the general partner of AS 2006, and Adams Street Partners, LLC ("ASP"), the managing member of ASP 2006 Direct Management, LLC, may each be deemed to have sole voting and investment power over the shares held by AS 2006. David Brett, Jeffrey T. Diehl, Elisha (Terry) P. Gould III, Robin P. Murray, Sachin Tulyani, Craig D. Waslin and David Welsh are partners of ASP (or a subsidiary thereof) and may be deemed to share voting and investment power over the shares held by AS 2006. Such persons and entities disclaim beneficial ownership of shares held by AS 2006, except to the extent of any pecuniary interest therein.

16. Represents Shares held directly by Adams Street V, L.P. ("AS V"). Adams Street Partners, LLC ("ASP"), the general partner of AS V may be deemed to have sole voting and investment power over the shares held by AS V. David Brett, Jeffrey T. Diehl, Elisha (Terry) P. Gould III, Robin P. Murray, Sachin Tulyani, Craig D. Waslin and David Welsh are partners of ASP (or a subsidiary thereof) and may be deemed to share voting and investment power over the shares held by AS V. Such persons and entities disclaim beneficial ownership of shares held by AS V, except to the extent of any pecuniary interest therein.

**Remarks:**

/s/ Alicia J. Hager, Attorney-  
in-Fact for Terry P. Gould

01/13/2015

\*\* 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.

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