

---

---

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO 13d-2 (b)

(Amendment No. 3)\*

---

OncoMed Pharmaceuticals, Inc.  
(Name of Issuer)

---

Common Stock (\$0.001 par value)  
(Title of Class of Securities)

---

68234X102  
(CUSIP Number)

---

December 31, 2017  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

|   |  |                                 |
|---|--|---------------------------------|
| 1   | NAME OF REPORTING PERSONS<br>Morgenthaler Partners VII, L.P. ("Morgenthaler VII")  |                                 |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |                                 |
| 3   | SEC USE ONLY   |                                 |
| 4   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware   |                                 |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON<br>WITH | 5  | SOLE VOTING POWER<br>-0-        |
|   | 6  | SHARED VOTING POWER<br>-0-      |
|   | 7  | SOLE DISPOSITIVE POWER<br>-0-   |
|   | 8  | SHARED DISPOSITIVE POWER<br>-0- |
| 9   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>-0-  |                                 |
| 10  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>                         |                                 |
| 11  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br>0.0%  |                                 |
| 12  | TYPE OF REPORTING PERSON (See Instructions)<br>PN  |                                 |

|   |  |                                 |
|---|--|---------------------------------|
| 1   | NAME OF REPORTING PERSONS<br>Morgenthaler Management Partners VII, L.L.C. ("MMP VII GP")   |                                 |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |                                 |
| 3   | SEC USE ONLY   |                                 |
| 4   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware   |                                 |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON<br>WITH | 5  | SOLE VOTING POWER<br>-0-        |
|   | 6  | SHARED VOTING POWER<br>-0-      |
|   | 7  | SOLE DISPOSITIVE POWER<br>-0-   |
|   | 8  | SHARED DISPOSITIVE POWER<br>-0- |
| 9   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>-0-  |                                 |
| 10  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>                         |                                 |
| 11  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br>0.0%  |                                 |
| 12  | TYPE OF REPORTING PERSON (See Instructions)<br>OO  |                                 |

---

|   |  |                                 |
|---|--|---------------------------------|
| 1   | NAME OF REPORTING PERSONS<br>Robert C. Bellas, Jr. ("Bellas")  |                                 |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |                                 |
| 3   | SEC USE ONLY   |                                 |
| 4   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>U.S. Citizen   |                                 |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON<br>WITH | 5  | SOLE VOTING POWER<br>-0-        |
|   | 6  | SHARED VOTING POWER<br>-0-      |
|   | 7  | SOLE DISPOSITIVE POWER<br>-0-   |
|   | 8  | SHARED DISPOSITIVE POWER<br>-0- |
| 9   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>-0-  |                                 |
| 10  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>                         |                                 |
| 11  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br>0.0%  |                                 |
| 12  | TYPE OF REPORTING PERSON (See Instructions) IN   |                                 |

|   |  |                                 |
|---|--|---------------------------------|
| 1   | NAME OF REPORTING PERSONS<br>Gary R. Little ("Little")   |                                 |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |                                 |
| 3   | SEC USE ONLY   |                                 |
| 4   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>U.S. Citizen   |                                 |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON<br>WITH | 5  | SOLE VOTING POWER<br>-0-        |
|   | 6  | SHARED VOTING POWER<br>-0-      |
|   | 7  | SOLE DISPOSITIVE POWER<br>-0-   |
|   | 8  | SHARED DISPOSITIVE POWER<br>-0- |
| 9   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>-0-  |                                 |
| 10  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>                         |                                 |
| 11  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br>0.0%  |                                 |
| 12  | TYPE OF REPORTING PERSON (See Instructions) IN   |                                 |

|   |  |                                 |
|---|--|---------------------------------|
| 1   | NAME OF REPORTING PERSONS<br>John D. Lutsi ("Lutsi")   |                                 |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |                                 |
| 3   | SEC USE ONLY   |                                 |
| 4   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>U.S. Citizen   |                                 |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON<br>WITH | 5  | SOLE VOTING POWER<br>-0-        |
|   | 6  | SHARED VOTING POWER<br>-0-      |
|   | 7  | SOLE DISPOSITIVE POWER<br>-0-   |
|   | 8  | SHARED DISPOSITIVE POWER<br>-0- |
| 9   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>-0-  |                                 |
| 10  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>                         |                                 |
| 11  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br>0.0%  |                                 |
| 12  | TYPE OF REPORTING PERSON (See Instructions) IN   |                                 |

|   |  |                                 |
|---|--|---------------------------------|
| 1   | NAME OF REPORTING PERSONS<br>Gary J. Morgenthaler ("Morgenthaler")   |                                 |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |                                 |
| 3   | SEC USE ONLY   |                                 |
| 4   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>U.S. Citizen   |                                 |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON<br>WITH | 5  | SOLE VOTING POWER<br>-0-        |
|   | 6  | SHARED VOTING POWER<br>-0-      |
|   | 7  | SOLE DISPOSITIVE POWER<br>-0-   |
|   | 8  | SHARED DISPOSITIVE POWER<br>-0- |
| 9   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>-0-  |                                 |
| 10  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>                         |                                 |
| 11  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br>0.0%  |                                 |
| 12  | TYPE OF REPORTING PERSON (See Instructions) IN   |                                 |

|   |  |                                 |
|---|--|---------------------------------|
| 1   | NAME OF REPORTING PERSONS<br>Robert D. Pavay ("Pavay")   |                                 |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |                                 |
| 3   | SEC USE ONLY   |                                 |
| 4   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>U.S. Citizen   |                                 |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON<br>WITH | 5  | SOLE VOTING POWER<br>-0-        |
|   | 6  | SHARED VOTING POWER<br>-0-      |
|   | 7  | SOLE DISPOSITIVE POWER<br>-0-   |
|   | 8  | SHARED DISPOSITIVE POWER<br>-0- |
| 9   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>-0-  |                                 |
| 10  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>                         |                                 |
| 11  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br>0.0%  |                                 |
| 12  | TYPE OF REPORTING PERSON (See Instructions) IN   |                                 |



|   |  |                                 |
|---|--|---------------------------------|
| 1   | NAME OF REPORTING PERSONS<br>Peter G. Taft ("Taft")  |                                 |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |                                 |
| 3   | SEC USE ONLY   |                                 |
| 4   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>U.S. Citizen   |                                 |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON<br>WITH | 5  | SOLE VOTING POWER<br>-0-        |
|   | 6  | SHARED VOTING POWER<br>-0-      |
|   | 7  | SOLE DISPOSITIVE POWER<br>-0-   |
|   | 8  | SHARED DISPOSITIVE POWER<br>-0- |
| 9   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>-0-  |                                 |
| 10  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>                         |                                 |
| 11  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br>0.0%  |                                 |
| 12  | TYPE OF REPORTING PERSON (See Instructions) IN   |                                 |

---

This Amendment No. 3 amends the Statement on Schedule 13G, previously filed by Morgenthaler Partners VII, L.P., a Delaware limited partnership (“Morgenthaler VII”), Morgenthaler Management Partners VII, L.L.C., a Delaware limited liability company (“MMP VII GP”), Robert C. Bellas, Jr. (“Bellas”), Gary R. Little (“Little”), John D. Lutsi (“Lutsi”), Gary J. Morgenthaler (“Morgenthaler”), Robert D. Pavey (“Pavey”) and Peter G. Taft (“Taft”). The foregoing entities and individuals are collectively referred to as the “Reporting Persons.” Only those items as to which there has been a change are included in this Amendment No. 3.

ITEM 4. OWNERSHIP

The following information with respect to the ownership of the common stock of the Issuer by the persons filing this Statement is provided as of December 31, 2017:

- (a) Amount beneficially owned:  
See Row 9 of cover page for each Reporting Person.
- (b) Percent of Class:  
See Row 11 of cover page for each Reporting Person.
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote:  
See Row 5 of cover page for each Reporting Person.
  - (ii) Shared power to vote or to direct the vote:  
See Row 6 of cover page for each Reporting Person.
  - (iii) Sole power to dispose or to direct the disposition of:  
See Row 7 of cover page for each Reporting Person.
  - (iv) Shared power to dispose or to direct the disposition of:  
See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:  Yes

---

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2018

MORGENTHALER PARTNERS, VII, L.P.

By: MORGENTHALER MANAGEMENT PARTNERS VII, LLC  
Its: General Partner

By: /s/ Travis Boettner  
Name: Travis Boettner  
Title: Vice President of Finance and Chief Compliance Officer / Attorney-in-Fact

MORGENTHALER MANAGEMENT PARTNERS VII, LLC

By: /s/ Travis Boettner  
Name: Travis Boettner  
Title: Vice President of Finance and Chief Compliance Officer / Attorney-in-Fact

ROBERT C. BELLAS, JR.

By: /s/ Travis Boettner  
Name: Travis Boettner  
Title: Attorney-in-Fact

GARY R. LITTLE

By: /s/ Travis Boettner  
Name: Travis Boettner  
Title: Attorney-in-Fact

JOHN D. LUTSI

By: /s/ Travis Boettner  
Name: Travis Boettner  
Title: Attorney-in-Fact

GARY J. MORGENTHALER

By: /s/ Travis Boettner  
Name: Travis Boettner  
Title: Attorney-in-Fact

ROBERT D. PAVEY

By: /s/ Travis Boettner  
Name: Travis Boettner  
Title: Attorney-in-Fact

PETER G. TAFT

By: /s/ Travis Boettner  
Name: Travis Boettner  
Title: Attorney-in-Fact

---

EXHIBIT INDEX

Exhibit

Exhibit A: Agreement of Joint Filing  
Exhibit B: Power of Attorney

Found on Sequentially  
Numbered Page  
13  
14

---

EXHIBIT A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of OncoMed Pharmaceuticals, Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.

---

Exhibit B

Power of Attorney

Note that a copy of the applicable Power of Attorney is already on file with the appropriate agencies.

---