

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>MORGENTHALER PARTNERS VII LP</u> <hr/> (Last) (First) (Middle) 2710 SAND HILL ROAD <hr/> (Street) MENLO PARK CA 94025 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/17/2013	3. Issuer Name and Ticker or Trading Symbol <u>OncoMed Pharmaceuticals Inc [OMED]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Series A Preferred Stock ⁽¹⁾	(2)	(3)	Class A Common Stock ⁽⁴⁾	710,526	0	D ⁽⁵⁾
Series B Preferred Stock ⁽¹⁾	(2)	(3)	Class A Common Stock ⁽⁴⁾	834,732	0	D ⁽⁵⁾
Series B-1 Preferred Stock ⁽¹⁾	(2)	(3)	Class A Common Stock ⁽⁴⁾	893,825	0	D ⁽⁵⁾

1. Name and Address of Reporting Person* <u>MORGENTHALER PARTNERS VII LP</u> <hr/> (Last) (First) (Middle) 2710 SAND HILL ROAD <hr/> (Street) MENLO PARK CA 94025 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>Morgenthaler Management Partners VII, LLC</u> <hr/> (Last) (First) (Middle) 2710 SAND HILL ROAD <hr/> (Street) MENLO PARK CA 94025 <hr/> (City) (State) (Zip)		
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Explanation of Responses:

1. Each share of Series A, Series B and Series B-1 Preferred Stock will automatically convert on a one-to-one basis into Common Stock immediately prior to the consummation of the Issuer's initial public offering.
2. The securities are immediately convertible.
3. The expiration date is not relevant to the conversion of these securities.
4. The Class A Common Stock will be redesignated "Common Stock" immediately prior to the consummation of the Issuer's initial public offering.
5. Morgenthaler Management Partners VII, L.L.C., as the general partner of Morgenthaler Partners VII, L.P., beneficially owns the reported securities indirectly, but disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.

/s/ Scott D. Walters, Partner &
COO for Morgenthaler
Partners VII, L.P. 07/17/2013

/s/ Scott D. Walters, Partner &
COO for Morgenthaler
Management Partners VII,
L.L.C. 07/17/2013

** 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 5 (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.