

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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) 2735 SAND HILL ROAD (Street) MENLO PARK CA 94025 (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/23/2013	
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	07/23/2013		C		1,028,381	A	(0)	1,028,381	I	Directly owned by USVP VIII ⁽²⁾
Common Stock	07/23/2013		C		1,215,407	A	(0)	2,243,788	I	Directly owned by USVP VIII ⁽²⁾
Common Stock	07/23/2013		C		1,505,032	A	(0)	3,748,820	I	Directly owned by USVP VIII ⁽²⁾
Common Stock	07/23/2013		P		155,164	A	\$17	3,903,984	I	Directly owned by USVP VIII ⁽²⁾
Common Stock	07/23/2013		C		9,505	A	(0)	9,505	I	Directly owned by EP VIII-A ⁽²⁾
Common Stock	07/23/2013		C		11,233	A	(0)	20,738	I	Directly owned by EP VIII-A ⁽²⁾
Common Stock	07/23/2013		C		13,910	A	(0)	34,648	I	Directly owned by EP VIII-A ⁽²⁾
Common Stock	07/23/2013		P		1,434	A	\$17	36,082	I	Directly owned by EP VIII-A ⁽²⁾
Common Stock	07/23/2013		C		4,817	A	(0)	4,817	I	Directly owned by EP VIII-B ⁽²⁾

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	07/23/2013		C		5,694	A	(1)	10,511	I	Directly owned by EP VIII-B ⁽²⁾
Common Stock	07/23/2013		C		7,051	A	(1)	17,562	I	Directly owned by EP VIII-B ⁽²⁾
Common Stock	07/23/2013		P		727	A	\$17	18,289	I	Directly owned by EP VIII-B ⁽²⁾
Common Stock	07/23/2013		C		9,926	A	(1)	9,926	I	Directly owned by AFF VIII ⁽²⁾
Common Stock	07/23/2013		C		11,731	A	(1)	21,657	I	Directly owned by AFF VIII ⁽²⁾
Common Stock	07/23/2013		C		14,527	A	(1)	36,184	I	Directly owned by AFF VIII ⁽²⁾
Common Stock	07/23/2013		P		1,498	A	\$17	37,682	I	Directly owned by AFF VIII ⁽²⁾

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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Preferred Stock ⁽¹⁾	(1)	07/23/2013		C			1,028,381	(3)	(4)	Common Stock	1,028,381	(1)	0	I	Directly owned by USVP VIII ⁽²⁾
Series A Preferred Stock ⁽¹⁾	(1)	07/23/2013		C			9,505	(3)	(4)	Common Stock	9,505	(1)	0	I	Directly owned by EP VIII-A ⁽²⁾
Series A Preferred Stock ⁽¹⁾	(1)	07/23/2013		C			4,817	(3)	(4)	Common Stock	4,817	(1)	0	I	Directly owned by EP VIII-B ⁽²⁾
Series A Preferred Stock ⁽¹⁾	(1)	07/23/2013		C			9,926	(3)	(4)	Common Stock	9,926	(1)	0	I	Directly owned by AFF VIII ⁽²⁾
Series B Preferred Stock ⁽¹⁾	(1)	07/23/2013		C			1,215,407	(3)	(4)	Common Stock	1,215,407	(1)	0	I	Directly owned by USVP VIII ⁽²⁾
Series B Preferred Stock ⁽¹⁾	(1)	07/23/2013		C			11,233	(3)	(4)	Common Stock	11,233	(1)	0	I	Directly owned by EP VIII-A ⁽²⁾
Series B Preferred Stock ⁽¹⁾	(1)	07/23/2013		C			5,694	(3)	(4)	Common Stock	5,694	(1)	0	I	Directly owned by EP VIII-B ⁽²⁾

**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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B Preferred Stock ⁽¹⁾	(1)	07/23/2013		C			11,731	(3)	(4)	Common Stock	11,731	(1)	0	I	Directly owned by AFF VIII ⁽²⁾
Series B-1 Preferred Stock ⁽¹⁾	(1)	07/23/2013		C			1,505,032	(3)	(4)	Common Stock	1,505,032	(1)	0	I	Directly owned by USVP VIII ⁽²⁾
Series B-1 Preferred Stock ⁽¹⁾	(1)	07/23/2013		C			13,910	(3)	(4)	Common Stock	13,910	(1)	0	I	Directly owned by EP VIII-A ⁽²⁾
Series B-1 Preferred Stock ⁽¹⁾	(1)	07/23/2013		C			7,051	(3)	(4)	Common Stock	7,051	(1)	0	I	Directly owned by EP VIII-B ⁽²⁾
Series B-1 Preferred Stock ⁽¹⁾	(1)	07/23/2013		C			14,527	(3)	(4)	Common Stock	14,527	(1)	0	I	Directly owned by AFF VIII ⁽²⁾

Explanation of Responses:

- Each share of Series A, Series B and Series B-1 Preferred Stock automatically converted on a one-to-one basis into Common Stock immediately prior to the consummation of the Issuer's initial public offering on July 23, 2013.
- The reported securities are owned directly by each of U.S. Venture Partners VIII, L.P. ("USVP VIII"), USVP VIII Affiliates Fund, L.P. ("AFF VIII"), USVP Entrepreneur Partners VIII-A, L.P. ("EP VIII-A") and USVP Entrepreneur Partners VIII-B, L.P. ("EP VIII-B" and together with USVP VIII, AFF VIII and EP VIII-A, the "USVP Funds"). Presidio Management Group VIII, LLC, or PMG VIII, is the general partner of the USVP Funds, and may be deemed to have sole voting and dispositive power over the shares held by the USVP Funds. PMG VIII and Irwin Federman, Winston Fu, Steven Krausz, David Liddle, Jonathan Root, Christopher Rust, Casey Tansey and Philip Young, the managing members of PMG VII, who may be deemed to share voting and dispositive power over the reported securities, disclaim beneficial ownership of the reported securities held by the USVP Funds except to the extent of any pecuniary interest therein.
- The securities are immediately convertible.
- The expiration date is not relevant to the conversion of these securities.

/s/ Yvonne Li, Attorney-in-Fact for Jonathan D. Root 07/23/2013

** 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 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.