

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>Woody James N.</u> <hr/> (Last) (First) (Middle) C/O ONCOMED PHARMACEUTICALS, INC. 800 CHESAPEAKE DRIVE <hr/> (Street) REDWOOD CA 94063 CITY (State) (Zip) <hr/> (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		8,947	A	(0)	30,876	I	See Footnote ⁽²⁾
Common Stock	07/23/2013		C		100,000	A	(0)	100,000	I	Directly owned by LVP I ⁽³⁾
Common Stock	07/23/2013		C		65,476	A	(0)	165,476	I	Directly owned by LVP I ⁽³⁾
Common Stock	07/23/2013		C		74,142	A	(0)	239,618	I	Directly owned by LVP I ⁽³⁾
Common Stock	07/23/2013		P		7,937	A	\$17	247,555	I	Directly owned by LVP I ⁽³⁾
Common Stock	07/23/2013		C		426,315	A	(0)	426,315	I	Directly owned by LVP II ⁽³⁾
Common Stock	07/23/2013		C		279,135	A	(0)	705,450	I	Directly owned by LVP II ⁽³⁾
Common Stock	07/23/2013		C		316,079	A	(0)	1,021,529	I	Directly owned by LVP II ⁽³⁾
Common Stock	07/23/2013		P		33,834	A	\$17	1,055,363	I	Directly owned by LVP II ⁽³⁾
Common Stock	07/23/2013		C		611,995	A	(0)	611,995	I	Directly owned by LVP III ⁽³⁾
Common Stock	07/23/2013		C		692,994	A	(0)	1,304,989	I	Directly owned by LVP III ⁽³⁾
Common Stock	07/23/2013		P		43,223	A	\$17	1,348,212	I	Directly owned by LVP III ⁽³⁾

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		30,599	A	(1)	30,599	I	Directly owned by Associates ⁽³⁾
Common Stock	07/23/2013		C		34,649	A	(1)	65,248	I	Directly owned by Associates ⁽³⁾
Common Stock	07/23/2013		P		2,161	A	\$17	67,409	I	Directly owned by Associates ⁽³⁾
Common Stock	07/23/2013		C		15,299	A	(1)	15,299	I	Directly owned by Partners ⁽³⁾
Common Stock	07/23/2013		C		17,324	A	(1)	32,623	I	Directly owned by Partners ⁽³⁾
Common Stock	07/23/2013		P		1,080	A	\$17	33,703	I	Directly owned by Partners ⁽³⁾

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
Series A Preferred Stock ⁽¹⁾	(1)	07/23/2013		C			8,947	(4)	(5)	Common Stock	8,947	(1)	0	I	See Footnote ⁽²⁾
Series A Preferred Stock ⁽¹⁾	(1)	07/23/2013		C			100,000	(4)	(5)	Common Stock	100,000	(1)	0	I	Directly owned by LVP I ⁽³⁾
Series A Preferred Stock ⁽¹⁾	(1)	07/23/2013		C			426,315	(4)	(5)	Common Stock	426,315	(1)	0	I	Directly owned by LVP II ⁽³⁾
Series B Preferred Stock ⁽¹⁾	(1)	07/23/2013		C			65,476	(4)	(5)	Common Stock	65,476	(1)	0	I	Directly owned by LVP I ⁽³⁾
Series B Preferred Stock ⁽¹⁾	(1)	07/23/2013		C			279,135	(4)	(5)	Common Stock	279,135	(1)	0	I	Directly owned by LVP II ⁽³⁾
Series B Preferred Stock ⁽¹⁾	(1)	07/23/2013		C			611,995	(4)	(5)	Common Stock	611,995	(1)	0	I	Directly owned by LVP III ⁽³⁾
Series B Preferred Stock ⁽¹⁾	(1)	07/23/2013		C			30,599	(4)	(5)	Common Stock	30,599	(1)	0	I	Directly owned by Associates ⁽³⁾
Series B Preferred Stock ⁽¹⁾	(1)	07/23/2013		C			15,299	(4)	(5)	Common Stock	15,299	(1)	0	I	Directly owned by Partners ⁽³⁾
Series B-1 Preferred Stock ⁽¹⁾	(1)	07/23/2013		C			74,142	(4)	(5)	Common Stock	74,142	(1)	0	I	Directly owned by LVP I ⁽³⁾
Series B-1 Preferred Stock ⁽¹⁾	(1)	07/23/2013		C			316,079	(4)	(5)	Common Stock	316,079	(1)	0	I	Directly owned by LVP II ⁽³⁾

**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-1 Preferred Stock ⁽¹⁾	(1)	07/23/2013		C		692,994		(4)	(5)	Common Stock	692,994	(1)	0	I	Directly owned by LVP III ⁽³⁾
Series B-1 Preferred Stock ⁽¹⁾	(1)	07/23/2013		C		34,649		(4)	(5)	Common Stock	34,649	(1)	0	I	Directly owned by Associates ⁽³⁾
Series B-1 Preferred Stock ⁽¹⁾	(1)	07/23/2013		C		17,324		(4)	(5)	Common Stock	17,324	(1)	0	I	Directly owned by Partners ⁽³⁾

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 July 23, 2013.
- The shares are held by the Woody/Mann-Moore Family 2006 Trust.
- The reported securities are owned directly by each of LVP Life Science Ventures I, L.P. ("LVP I"), LVP Life Science Ventures II, L.P. ("LVP II"), LVP Life Science Ventures III, L.P. ("LVP III"), LVP III Associates, L.P. ("Associates") and LVP III Partners, L.P. ("Partners"). LVP GP I, LLC ("GP I") is the general partner of LVP I, LVP GP II, LLC ("GP II") is the general partner of LVP II and LVP GP III, LLC ("GP III") is the general partner of LVP III, Associates and Partners. The reporting person, a member of GP I, GP II and GP III, shares voting and investment power with respect to these shares but disclaims beneficial ownership of these shares, except to the extent of his 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 James N. Woody

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.

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