

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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>LVP GP I, LLC</u> (Last) (First) (Middle) <u>ONE EMBARCADERO CENTER SUITE 4050</u> (Street) <u>SAN FRANCISCO CA 94111</u> (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/23/2013</u>	
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		100,000	A	(1)	100,000	I	Directly owned by LVP I ⁽²⁾⁽³⁾
Common Stock	07/23/2013		C		65,476	A	(1)	165,476	I	Directly owned by LVP I ⁽²⁾⁽³⁾
Common Stock	07/23/2013		C		74,142	A	(1)	239,618	I	Directly owned by LVP I ⁽²⁾⁽³⁾
Common Stock	07/23/2013		P		7,937	A	\$17	247,555	I	Directly owned by LVP I ⁽²⁾⁽³⁾
Common Stock	07/23/2013		C		426,315	A	(1)	426,315	I	Directly owned by LVP II ⁽²⁾⁽³⁾
Common Stock	07/23/2013		C		279,135	A	(1)	705,450	I	Directly owned by LVP II ⁽²⁾⁽³⁾
Common Stock	07/23/2013		C		316,079	A	(1)	1,021,529	I	Directly owned by LVP II ⁽²⁾⁽³⁾
Common Stock	07/23/2013		P		33,834	A	\$17	1,055,363	I	Directly owned by LVP II ⁽²⁾⁽³⁾
Common Stock	07/23/2013		C		611,995	A	(1)	611,995	I	Directly owned by LVP III ⁽²⁾⁽³⁾
Common Stock	07/23/2013		C		692,994	A	(1)	1,304,989	I	Directly owned by LVP III ⁽²⁾⁽³⁾
Common Stock	07/23/2013		P		43,223	A	\$17	1,348,212	I	Directly owned by LVP III ⁽²⁾⁽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 ⁽²⁾⁽³⁾
Common Stock	07/23/2013		C		34,649	A	(1)	65,248	I	Directly owned by Associates ⁽²⁾⁽³⁾
Common Stock	07/23/2013		P		2,161	A	\$17	67,409	I	Directly owned by Associates ⁽²⁾⁽³⁾
Common Stock	07/23/2013		C		15,299	A	(1)	15,299	I	Directly owned by Partners ⁽²⁾⁽³⁾
Common Stock	07/23/2013		C		17,324	A	(1)	32,623	I	Directly owned by Partners ⁽²⁾⁽³⁾
Common Stock	07/23/2013		P		1,080	A	\$17	33,703	I	Directly owned by Partners ⁽²⁾⁽³⁾
Common Stock								43,859	I	Directly owned by LVP ⁽²⁾⁽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		100,000		(4)	(5)	Common Stock	100,000	(1)	0	I	Directly owned by LVP I ⁽²⁾⁽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 ⁽²⁾⁽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 ⁽²⁾⁽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 ⁽²⁾⁽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 ⁽²⁾⁽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 ⁽²⁾⁽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 ⁽²⁾⁽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 ⁽²⁾⁽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 ⁽²⁾⁽³⁾
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 ⁽²⁾⁽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 ⁽²⁾⁽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 ⁽²⁾⁽³⁾

1. Name and Address of Reporting Person*

[LVP GP I, LLC](#)

(Last) (First) (Middle)
ONE EMBARCADERO CENTER SUITE 4050

(Street)
SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[LVP GP II, LLC](#)

(Last) (First) (Middle)
ONE EMBARCADERO CENTER SUITE 4050

(Street)
SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[LVP GP III, LLC](#)

(Last) (First) (Middle)
ONE EMBARCADERO CENTER SUITE 4050

(Street)
SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[LVP Life Science Ventures I, L.P.](#)

(Last) (First) (Middle)
ONE EMBARCADERO CENTER
SUITE 4050

(Street)
SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[LVP Life Science Ventures II, L.P.](#)

(Last) (First) (Middle)
ONE EMBARCADERO CENTER SUITE 4050

(Street)
SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
LVP LIFE SCIENCE VENTURES III L.P.		
(Last)	(First)	(Middle)
ONE EMBARCADERO CENTER SUITE 4050		
(Street)		
SAN FRANCISCO CA		94111
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
LVP III Associates, L.P.		
(Last)	(First)	(Middle)
ONE EMBARCADERO CENTER SUITE 4050		
(Street)		
SAN FRANCISCO CA		94111
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
LVP III Partners LP		
(Last)	(First)	(Middle)
ONE EMBARCADERO CENTER SUITE 4050		
(Street)		
SAN FRANCISCO CA		94111
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
LVPMC, LLC		
(Last)	(First)	(Middle)
ONE EMBARCADERO CENTER SUITE 4050		
(Street)		
SAN FRANCISCO CA		94111
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
LATTERELL PATRICK F		
(Last)	(First)	(Middle)
ONE EMBARCADERO CENTER SUITE 4050		
(Street)		
SAN FRANCISCO CA		94111
(City)	(State)	(Zip)

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 LVPMC, LLC ("LVPMC"), 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. (Continued on Footnote 3)

3. GP I, GP II and GP III may be deemed to have sole voting power and dispositive power over the shares held by LVP I, LVP II, LVP III, Associates and Partners. Each of GP I, GP II, GP III and Patrick Latterell, the managing member of each of GP I, GP II and GP III and the manager of LVP I, LVP II, LVP III, Associates and Partners may be deemed to share voting and dispositive power over the reported securities and disclaim beneficial ownership of the reported securities held by LVP I, LVP II, LVP III, Associates and Partners except to the extent of any pecuniary interest therein. James W. Woody, M.D., Ph.D., as a member of each of GP I, GP II and GP III, may be deemed to share voting and dispositive power over the reported securities held by LVP I, LVP II, LVP III, Associates and Partners, and disclaims beneficial ownership of such securities except to the extent of any pecuniary interest therein.
4. The securities are immediately convertible.
5. The expiration date is not relevant to the conversion of these securities.

<u>/s/ Patrick Latterell, Managing Member of LVP GP I, LLC</u>	<u>07/23/2013</u>
<u>/s/ Patrick Latterell, Managing Member of LVP GP II, LLC</u>	<u>07/23/2013</u>
<u>/s/ Patrick Latterell, Managing Member of LVP GP III, LLC</u>	<u>07/23/2013</u>
<u>/s/ Patrick Latterell, Managing Member of LVP I, LLC</u>	<u>07/23/2013</u>
<u>/s/ Patrick Latterell, Managing Member of LVP GP I, LLC, General Partner of LVP Life Science Ventures I, L.P.</u>	<u>07/23/2013</u>
<u>/s/ Patrick Latterell, Managing Member of LVP GP II, LLC, General Partner of LVP Life Science Ventures II, L.P.</u>	<u>07/23/2013</u>
<u>/s/ Patrick Latterell, Managing Member of LVP GP III, LLC, General Partner of LVP Life Science Ventures III, L.P.</u>	<u>07/23/2013</u>
<u>/s/ Patrick Latterell, Managing Member of LVP GP III, LLC, General Partner of LVP III Associates, L.P.</u>	<u>07/23/2013</u>
<u>/s/ Patrick Latterell, Managing Member of LVP GP III, LLC, General Partner of LVP III Partners, L.P.</u>	<u>07/23/2013</u>
<u>/s/ Patrick Latterell</u>	<u>07/23/2013</u>

** 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.