

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* <b>VERTICAL GROUP LP</b> <hr/> (Last) (First) (Middle) <b>25 DEFOREST AVE</b> <hr/> (Street) <b>SUMMIT NJ 07901</b> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>OncoMed Pharmaceuticals Inc [ OMED ]</b>		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) <b>07/23/2013</b>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
			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		473,122	A	(1)	473,122	I	See Footnote(2)
Common Stock	07/23/2013		C		547,205	A	(1)	1,020,327	I	See Footnote(2)
Common Stock	07/23/2013		C		666,661	A	(1)	1,686,988	I	See Footnote(2)
Common Stock	07/23/2013		C		237,403	A	(1)	237,403	I	See Footnote(3)
Common Stock	07/23/2013		C		287,527	A	(1)	524,930	I	See Footnote(3)
Common Stock	07/23/2013		C		278,764	A	(1)	803,694	I	See Footnote(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			473,122	(4)	(5)	Common Stock	473,122	(1)	0	I	See Footnote(2)
Series A Preferred Stock(1)	(1)	07/23/2013		C			237,403	(4)	(5)	Common Stock	237,403	(1)	0	I	See Footnote(3)
Series B Preferred Stock(1)	(1)	07/23/2013		C			547,205	(4)	(5)	Common Stock	547,205	(1)	0	I	See Footnote(2)
Series B Preferred Stock(1)	(1)	07/23/2013		C			287,527	(4)	(5)	Common Stock	287,527	(1)	0	I	See Footnote(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 B-1 Preferred Stock <sup>(1)</sup>	(1)	07/23/2013		C			666,661	(4)	(5)	Common Stock	666,661	(1)	0	I	See Footnote <sup>(2)</sup>
Series B-1 Preferred Stock <sup>(1)</sup>	(1)	07/23/2013		C			278,764	(4)	(5)	Common Stock	278,764	(1)	0	I	See Footnote <sup>(3)</sup>

**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 shares are held directly by Vertical Fund I, L.P., ("VFI"), a Delaware limited partnership. The Vertical Group, L.P. ("VG LP"), a Delaware limited partnership, is the sole general partner of VFI, and The Vertical Group GP, LLC ("VG LLC"), a Delaware limited liability company, controls VG LP. VG LP and VG LLC disclaim beneficial ownership of all securities that may be deemed to be beneficially owned by VFI except to the extent of any pecuniary interest therein. This Form 4 shall not be deemed an admission that VG LP, VG LLC or any other person referred to herein is a beneficial owner of any securities for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.
- The shares are held directly by Vertical Fund II, L.P., ("VFII"), a Delaware limited partnership. The Vertical Group, L.P. ("VG LP"), a Delaware limited partnership, is the sole general partner of VFII, and The Vertical Group GP, LLC ("VG LLC"), a Delaware limited liability company, controls VG LP. VG LP and VG LLC disclaim beneficial ownership of all securities that may be deemed to be beneficially owned by VFII except to the extent of any pecuniary interest therein. This Form 4 shall not be deemed an admission that VG LP, VG LLC or any other person referred to herein is a beneficial owner of any securities for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.
- The securities are immediately convertible.
- The expiration date is not relevant to the conversion of these securities.

/s/ John E. Runnells,  
Authorized Signatory for The 07/23/2013  
Vertical Group, L.P.

\*\* 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.**