

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>MORGENTHALER PARTNERS VII LP</b> <hr/> (Last) (First) (Middle) <b>2710 SAND HILL ROAD</b> <hr/> (Street) <b>MENLO PARK CA 94025</b> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>OncoMed Pharmaceuticals Inc [ OMED ]</b> 3. Date of Earliest Transaction (Month/Day/Year) <b>07/23/2013</b> 4. If Amendment, Date of Original Filed (Month/Day/Year)			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) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
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**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		710,526	A	(1)	710,526	D <sup>(2)</sup>	
Common Stock	07/23/2013		C		834,732	A	(1)	1,545,258	D <sup>(2)</sup>	
Common Stock	07/23/2013		C		893,825	A	(1)	2,439,083	D <sup>(2)</sup>	
Common Stock	07/23/2013		P		70,588	A	\$17	2,509,671	D <sup>(2)</sup>	

**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					
Series A Preferred Stock <sup>(1)</sup>	(1)	07/23/2013		C			710,526	(3)	(4)	Common Stock	710,526	(1)	0	D <sup>(2)</sup>
Series B Preferred Stock <sup>(1)</sup>	(1)	07/23/2013		C			834,732	(3)	(4)	Common Stock	834,732	(1)	0	D <sup>(2)</sup>
Series B-1 Preferred Stock <sup>(1)</sup>	(1)	07/23/2013		C			893,825	(3)	(4)	Common Stock	893,825	(1)	0	D <sup>(2)</sup>

1. Name and Address of Reporting Person* <b>MORGENTHALER PARTNERS VII LP</b> <hr/> (Last) (First) (Middle) <b>2710 SAND HILL ROAD</b> <hr/> (Street) <b>MENLO PARK CA 94025</b> <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person\*

[Morgenthaler Management Partners VII, LLC](#)

(Last) (First) (Middle)

2710 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

**Explanation of Responses:**

1. 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.
2. 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.
3. The securities are immediately convertible.
4. The expiration date is not relevant to the conversion of these securities.

[/s/ Scott D. Walters, Partner &  
COO for Morgenthaler  
Partners VII, L.P.](#) [07/23/2013](#)

[/s/ Scott D. Walters, Partner &  
COO for Morgenthaler  
Management Partners VII,  
L.L.C.](#) [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.**