
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 14, 2013

ONCOMED PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35993
(Commission
File Number)

38-3572512
(IRS Employer
Identification Number)

800 Chesapeake Drive
Redwood City, California 94063
(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (650) 995-8200

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On October 14, 2013, the Board of Directors (the “Board”) of OncoMed Pharmaceuticals, Inc. (the “Company”) appointed Mr. Michael S. Wyzga to the Board as a Class I director, filling a vacancy on the Board created by an increase in the authorized number of directors to ten (10) directors. The Board also appointed Mr. Wyzga as chairman of the Audit Committee of the Board.

Mr. Wyzga will receive the compensation the Company provides to non-employee directors under its Non-Employee Director Compensation Policy, as amended October 14, 2013. Mr. Wyzga will receive an annual fee of \$35,000 for service as a director and an additional annual fee of \$15,000 for service as chairman of the Audit Committee. Mr. Wyzga also received an initial stock option award under the Company’s 2013 Equity Incentive Award Plan (the “2013 Plan”) to purchase 27,853 shares of the Company’s common stock at a purchase price of \$14.00 per share, the closing price of the Company’s common stock on the date of appointment. The stock option will vest and become exercisable as to one-third of the shares subject thereto on each anniversary of the grant date, such that the option will be vested and exercisable for 100% of the shares subject thereto on October 14, 2016, subject to Mr. Wyzga’s continued service to the Company through each such vesting date and subject to the other terms and conditions of the 2013 Plan. In the event the Company experiences a “Change of Control” as defined in the 2013 Plan, the stock option will immediately vest and become exercisable in full.

The Company will also enter into an indemnification agreement with Mr. Wyzga in the form attached as Exhibit 10.16 to the Company’s Registration Statement on Form S-1 (File No. 333-181331).

Item 7.01 Regulation FD Disclosure.

On October 17, 2013, the Company issued a press release announcing the appointment of Mr. Wyzga to the Board. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein.

The information contained in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 17, 2013

ONCOMED PHARMACEUTICALS, INC.

By: /s/ William D. Waddill

William D. Waddill

Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release



For Immediate Release

OncoMed Pharmaceuticals Appoints Michael Wyzga to Board of Directors

Redwood City, CA – October 17, 2013 - OncoMed Pharmaceuticals, Inc. (NASDAQ: **OMED**), a clinical-stage company developing novel therapeutics that target cancer stem cells (CSCs), or tumor-initiating cells, today announced the appointment of independent director Michael Wyzga to the company's Board of Directors. Mr. Wyzga will chair OncoMed's Audit Committee.

"As a CEO of an emerging biopharmaceuticals company and previous CFO of one of the leading biotechnology companies in the world, Mike brings an excellent perspective to OncoMed's Board following our successful IPO," said Paul J. Hastings, Chairman and Chief Executive Officer of OncoMed Pharmaceuticals. "We look forward to benefiting from his leadership and experience as we advance multiple anti-cancer stem cell therapeutics through clinical development and to commercialization independently and with our partners."

Mr. Wyzga is currently President and Chief Executive Officer of Radius Health, Inc. Prior to joining Radius, Mr. Wyzga was Executive Vice President, Finance and Chief Financial Officer of Genzyme Corporation until its acquisition by Sanofi in April 2011. Mr. Wyzga joined Genzyme in 1998 and held primary responsibility for the company's financial management worldwide. He provided key leadership in the successful \$20.1 billion sale of Genzyme to Sanofi, which was the second-largest acquisition in biotechnology history. Prior to joining Genzyme, Mr. Wyzga was Chief Financial Officer of Sovereign Hill Software. He previously served as Vice President of Finance and Chief Financial Officer of CacheLink Corporation, a client/service software company. Mr. Wyzga also held management positions at Lotus Development Corporation and Digital Equipment Corporation. He received an MBA from Providence College and a BS from Suffolk University.

"OncoMed is discovering and developing truly novel therapeutics, with a powerful and productive platform technology at work," said Mr. Wyzga. "With a diversified portfolio of five clinical-stage candidates, a pipeline of preclinical products and the backing of two large pharma partners, I have been impressed with the company's accomplishments to date and feel confident that they are going to achieve great things. I look forward to contributing to OncoMed's continued success."

About OncoMed Pharmaceuticals

OncoMed Pharmaceuticals Inc. is a clinical-stage company focused on discovering and developing novel therapeutics targeting cancer stem cells (CSCs). OncoMed has five anti-cancer product candidates in clinical development, including demcizumab (Anti-DLL4, OMP-21M18), OMP-59R5 (Anti-Notch2/3), OMP-52M51 (Anti-Notch1), vantiactumab (Anti-Fzd7, OMP-18R5) and OMP-54F28 (Fzd8-Fc), which target key CSC signaling pathways including Notch and Wnt. OncoMed has two other antibodies in preclinical development with Investigational New Drug filings planned as early as 2014. OncoMed is also pursuing discovery of additional novel anti-CSC product candidates. OncoMed has formed strategic alliances with Bayer Pharma AG and GlaxoSmithKline (GSK). Additional information can be found at the company's website: www.oncomed.com.

Forward-Looking Statements

To the extent that statements contained in this press release are not descriptions of historical facts regarding OncoMed Pharmaceuticals, they are forward-looking statements reflecting the current beliefs and expectations of management made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, including OncoMed's expectations regarding the success of Phase 1 trials for demcizumab, vantiactumab, anti-Notch2/3, anti-Notch1 and Fzd8-Fc and a favorable safety profile for these drug candidates; the potential of OncoMed's product candidates to significantly impact cancer treatment and the clinical outcome of patients with cancer; and the timing of Investigational New Drug filings and clinical trials. Such forward-looking statements involve substantial risks and uncertainties that could cause OncoMed's clinical development programs, future results, performance or achievements to differ significantly from those expressed or implied by the forward-looking statements. Such risks and uncertainties include, among others, the uncertainties inherent in the preclinical and clinical development process; the risks and uncertainties of the regulatory approval process; OncoMed's dependence on its collaboration partners, including GSK and Bayer, for the funding of its partnered programs; OncoMed's ability to raise capital to support the development of its unpartnered programs; OncoMed's dependence on the development and marketing efforts of its partners for the commercial success of its partnered product candidates; OncoMed's reliance on third parties to conduct certain preclinical studies and all of its clinical trials; OncoMed's reliance on single source third-party contract manufacturing organizations to manufacture and supply its product candidates; OncoMed's ability to validate, develop and obtain regulatory approval for companion diagnostics; OncoMed's ability to achieve market acceptance and commercial success of its product candidates once regulatory approval is achieved; OncoMed's ability to discover, develop and commercialize additional product candidates; the ability of competitors to discover, develop or commercialize competing products more quickly or more successfully; OncoMed's dependence on its Chairman and Chief Executive Officer, its Chief Scientific Officer, its Chief Medical Officer and other key executives; risk of third party claims alleging infringement of patents and proprietary rights or seeking to invalidate OncoMed's patents or proprietary rights; and the ability of OncoMed's proprietary rights to protect its technologies and product candidates. OncoMed undertakes no obligation to update or revise any forward-looking statements. For a further description of the risks and uncertainties that could cause actual results to differ from those expressed in these forward-looking statements, as well as risks relating to OncoMed's business in general, see OncoMed's Prospectus filed with the Securities and Exchange Commission on July 18, 2013 and OncoMed's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2013, filed with the Securities and Exchange Commission on September 3, 2013.

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