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): January 1, 2018

ONCOMED PHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

Delaware	001-35993	38-3572512
(State or other jurisdiction of incorporation)	(Commission File Number)	(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☒

Item 2.02. Results of Operations and Financial Condition.

On January 4, 2018, OncoMed Pharmaceuticals, Inc. (the "Company") announced selected financial data as of December 31, 2017. The full text of the press release issued in connection with the announcement is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is located on the Company's website at www.oncomed.com under "Investors – Press Releases."

The information in Item 2.02 of this Current Report on Form 8-K (including Exhibit 99.1) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing, regardless of any general incorporation language in any such filing, unless the Company expressly sets forth in such filing that such information is to be considered "filed" or incorporated by reference therein.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 1, 2018, Paul J. Hastings informed the Board of Directors (the "Board") of the Company of his decision to resign, effective immediately, as a member and Chairman of the Board and as the Company's President and Chief Executive Officer due to personal reasons. Mr. Hastings' resignation was not due to a disagreement with the Company on any matter relating to the Company's operations, policies or practices. The Board had previously formed a Special Committee of the Board (the "Special Committee") to work with the Office of the President established when Mr. Hastings commenced a medical leave of absence. The Special Committee will continue to oversee the Office of the President and the search for, and transition to, a new President and Chief Executive Officer. The Office of the President, comprised of John Lewicki, Ph.D., the Company's Executive Vice President, Research and Development, and Sunil Patel, the Company's Executive Vice President and Chief Financial Officer, will continue to provide overall leadership of the Company under the oversight of the Special Committee until a new President and Chief Executive Officer is appointed. Following Mr. Hastings' resignation, on January 3, 2018, the Board decreased the authorized number of directors on the Board from nine to eight directors, thereby eliminating the vacancy left as a result of Mr. Hastings' resignation. In addition, the Board appointed Perry Karsen as Chairman of the Board, effective immediately. As a result of Mr. Karsen's appointment as Chairman of the Board, the Board also determined that Jack W. Lasersohn would no longer serve as Lead Director of the Board, effective immediately. Mr. Lasersohn will continue to serve as a member of the Board.

In connection with Mr. Hastings' resignation, Mr. Hastings and the Company entered into a letter agreement (the "Agreement"), dated as of January 1, 2018 (the "Resignation Date"). The Agreement provides for, among other things, (i) continued payment of Mr. Hastings' base salary through December 31, 2018 at the rate in effect as of immediately prior to the Resignation Date, (ii) up to 12 months of continued health care coverage for himself and his covered dependents under the provisions of the Consolidated Omnibus Budget Reconciliation Act of 1985, as amended, (iii) $303,119.85, which represents Mr. Hastings' target bonus for fiscal year 2018, less required withholding taxes, and (iv) accelerated vesting of the portion of Mr. Hastings' outstanding stock options and restricted stock units that would have otherwise vested through December 31, 2018 had Mr. Hastings' employment continued. In addition, each vested stock option held by Mr. Hastings (after giving effect to vesting acceleration pursuant to the Agreement) will remain exercisable until the earlier of the original expiration date of such stock option or December 31, 2018.

Pursuant to the terms of the Agreement, Mr. Hastings has provided the Company with a general release of claims against the Company.

The foregoing is only a summary of the material terms of the Agreement, does not purport to be a complete description of the rights and obligations of the parties thereunder and is qualified in its entirety by reference to the Agreement, which will be filed as an exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press release dated January 4, 2018 entitled "OncoMed Provides 2018 Outlook and 2017 Year-End Cash Balance and Announces an Update on the Rosmantuzumab Program"

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: January 4, 2018

ONCOMED PHARMACEUTICALS, INC.

By: /s/ Sunil Patel
Sunil Patel
Executive Vice President & Chief Financial Officer

Exhibit 99.1

January 4, 2018

OncoMed Provides 2018 Outlook and 2017 Year-End Cash Balance and Announces an Update on the Rosmantuzumab Program

Year-end 2017 Cash Balance of $103.1 Million

Presentation of Clinical Data on Phase 1 programs expected in 2018

REDWOOD CITY, Calif. – January 4, 2018 – OncoMed Pharmaceuticals, Inc. (NASDAQ: OMED), a clinical-stage biopharmaceutical company focused on discovering and developing novel anti-cancer therapeutics, today announced its 2018 pipeline outlook and pre-announced its 2017 year-end cash balance, as well as an update on the rosmantuzumab (anti-RSPO3, OMP131-R10) clinical program.

OncoMed is advancing navicixizumab, anti-TIGIT, and GITRL-Fc programs, as well as on-going immuno-oncology discovery efforts to meaningful inflection points in 2018. Enrollment is robust in all ongoing clinical trials, and OncoMed anticipates reporting navicixizumab and anti-TIGIT data in 2018 as appropriate pending progress of on-going studies.

OncoMed ended 2017 with approximately $103.1 million in cash. OncoMed's current cash is estimated to be sufficient to fund operations through at least the third quarter of 2019, without taking into account future potential milestone payments from partners. Full-year net cash burn for 2017 was approximately $81.5 million, in accordance with the company's 2017 guidance. OncoMed estimates 2018 operating cash burn to be less than $55 million, before considering potential milestones/opt-ins.

Enrollment has concluded in the Phase 1a/b clinical program of rosmantuzumab that included five patients harboring a RSPO3 gene fusion, as well as patients with high RSPO3 gene expression levels. OncoMed's clinical experience to date in treating these patients has failed to provide compelling evidence of clinical benefit. The Company expects that data from the Phase 1 study will be presented at a future medical conference and is discussing next steps with its partner Celgene.

"We would first like to thank the patients and the investigators who participated in the Phase 1 trial of rosmantuzumab. While we are disappointed in these data, we look forward to discussing next steps for the rosmantuzumab program with our partner Celgene." said Robert Stagg, Pharm.D., Senior Vice President of Clinical Research.

Pipeline Outlook

Anti-TIGIT (OMP-313M32)

- OncoMed to initiate the Phase 1b portion of its anti-TIGIT trial to study anti-TIGIT in combination with anti-PD1 in the first half of 2018. The Phase 1b portion of the anti-TIGIT trial will be designed to assess safety and tolerability of escalating doses of the combination treatment.
- OncoMed continues enrollment in the Phase 1a single-agent study of anti-TIGIT in patients with advanced or metastatic solid tumors. The Phase 1a study is designed to assess the maximum tolerated dose, safety and tolerability, pharmacokinetics, biomarkers and preliminary efficacy of escalating doses.
- Anti-TIGIT data to be presented in 2018 as appropriate pending progress of the on-going study.

Navicixizumab (anti-DLL4/VEGF bispecific; OMP-305B83)

- Enrollment continues in two Phase 1b multi-center, open-label, dose escalation and expansion studies of OncoMed's anti-DLL4/VEGF bispecific antibody in combination with standard-of-care chemotherapies: one in patients with platinum-resistant ovarian cancer who have failed more than two prior therapies or prior bevacizumab and a second in patients with 2nd line metastatic colorectal cancer.
- Interim data from at least one of these trials are expected to be reported in 2018.

GITRL-Fc (OMP-336B11)

- OncoMed continues to enroll patients in a Phase 1a single agent study of its wholly-owned GITRL-Fc in patients with advanced or metastatic solid tumors. The Phase 1a study is designed to assess the maximum tolerated dose, safety and tolerability, pharmacokinetics, biomarkers and preliminary efficacy of escalating doses.
- GITRL-Fc is a fusion protein with an Fc-linked fully human trimer ligand and is designed to activate the co-stimulatory receptor GITR (glucocorticoid-induced tumor necrosis factor receptor) to enhance T-cell modulated immune responses.

About OncoMed Pharmaceuticals

OncoMed Pharmaceuticals is a clinical-stage biopharmaceutical company focused on discovering and developing novel anti-cancer therapeutics. OncoMed has internally discovered a broad pipeline of investigational drugs intended to address the fundamental biology driving cancer's growth, resistance, recurrence and metastasis. Navicixizumab (anti-DLL4/VEGF bispecific, OMP-305B83), rosmantuzumab (anti-RSPO3, OMP131-R10) and anti-TIGIT (OMP-313M32) are part of OncoMed's strategic alliance with Celgene Corporation. OncoMed is independently developing GITRL-Fc (OMP-336B11), as well as continuing to pursue new drug discovery research. For further information about OncoMed Pharmaceuticals, please see 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, without limitation, OncoMed's intentions and expectations regarding the period of time during which cash will be available to fund OncoMed's operations; OncoMed's cash burn for 2018; OncoMed's ability to advance its clinical programs and immuno-oncology discovery programs, including advancing its programs to meaningful inflection points in 2018; and the timing of updates on OncoMed's clinical programs. 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; OncoMed's dependence on its collaboration partner Celgene for the funding of its partnered programs; OncoMed's ability to raise additional capital to support the development of its unpartnered programs; 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; and OncoMed's dependence on its key executives. 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 Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission (SEC) on March 9, 2017, OncoMed's Quarterly Report on Form 10-Q filed with the SEC on November 2, 2017, and OncoMed's other current and periodic reports filed with the SEC.

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