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

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**FORM 8-K**

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**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 23, 2019**

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**ONCOMED PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

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**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**

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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 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.

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**ITEM 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule of Standard; Transfer of Listing**

On January 23, 2019, OncoMed Pharmaceuticals, Inc. (the “Company”) received a letter from the listing qualifications department of The Nasdaq Stock Market (“Nasdaq”) indicating that for 30 consecutive business days the Company did not maintain a minimum closing bid price of \$1.00 per share as required by Nasdaq Listing Rule 5450(a)(1) (the “Minimum Bid Price Requirement”).

In accordance with Nasdaq Listing Rule 5810(c)(3)(A), the Company has 180 calendar days, or until July 22, 2019, to regain compliance with the Minimum Bid Price Requirement. To regain compliance, the closing bid price of the Company’s common stock must be at least \$1.00 per share for a minimum of ten consecutive business days before July 22, 2019.

If the Company’s common stock does not achieve compliance by July 22, 2019, the Company may be eligible for an additional 180-day period to regain compliance if it transfers to the Nasdaq Capital Market, provided that it meets the continued listing requirement for market value of publicly-held shares and all other initial listing standards of the Nasdaq Capital Market, with the exception of the Minimum Bid Price Requirement, and provides written notice to Nasdaq of its intention to cure the deficiency during the second compliance period, for example, by effecting a reverse stock split, if necessary. However, if it appears to the Nasdaq staff that the Company will not be able to cure the deficiency, or if the Company does not meet the other listing standards, Nasdaq could provide notice that the Company’s common stock will become subject to delisting. In the event the Company receives notice that its common stock is being delisted, Nasdaq rules permit the Company to appeal any delisting determination by the Nasdaq staff to a Hearings Panel.

The Company believes that the completion of its previously announced Agreement and Plan of Merger and Reorganization, dated as of December 5, 2018, by and among the Company, Mereo BioPharma Group plc, Mereo US Holdings Inc. and Mereo MergerCo One Inc., will address the Nasdaq compliance matter described in this Current Report on Form 8-K. The Company will continue to monitor the bid price for its common stock and consider various other options available to it if its common stock does not trade at a level that is likely to regain compliance.

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**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 28, 2018

ONCOMED PHARMACEUTICALS, INC.

By: /s/ Alicia J. Hager

Alicia J. Hager, J.D., Ph.D.

*Senior Vice President and General Counsel*