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

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**Form 10-Q**

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(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2017

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 001-35993

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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 or Organization)

800 Chesapeake Drive  
Redwood City, California  
(Address of Principal Executive Offices)

38-3572512  
(I.R.S. Employer  
Identification No.)

94063  
(Zip Code)

(650) 995-8200

(Registrant's Telephone Number, Including Area Code)

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Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input checked="" type="checkbox"/>		

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of October 31, 2017, the number of outstanding shares of the registrant's common stock, par value \$0.001 per share, was 37,856,476.

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**ONCOMED PHARMACEUTICALS, INC.**  
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## PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

## OncoMed Pharmaceuticals, Inc.

Condensed Balance Sheets  
(Unaudited)

(In thousands, except share and per share amounts)

	September 30, 2017	December 31, 2016 (Note 2)
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 15,877	\$ 36,953
Short-term investments	97,710	147,620
Accounts receivable and other receivables	348	2,515
Prepaid and other current assets	2,430	2,495
Total current assets	116,365	189,583
Property and equipment, net	3,368	4,471
Other assets	748	1,428
Total assets	<u>\$ 120,481</u>	<u>\$ 195,482</u>
<b>Liabilities and stockholders' equity</b>		
Current liabilities:		
Accounts payable	\$ 779	\$ 4,890
Accrued liabilities	4,634	8,599
Accrued clinical liabilities	8,880	21,854
Current portion of deferred revenue	20,053	20,510
Total current liabilities	34,346	55,853
Deferred revenue, less current portion	144,333	159,373
Deferred rent, less current portion	3,579	2,917
Non-current income tax payable	378	367
Total liabilities	<u>182,636</u>	<u>218,510</u>
Stockholders' equity (deficit):		
Preferred stock, \$0.001 par value; 5,000,000 shares authorized at September 30, 2017 and December 31, 2016; no shares issued and outstanding at September 30, 2017 and December 31, 2016	—	—
Common stock, \$0.001 par value; 145,000,000 shares authorized at September 30, 2017 and December 31, 2016; 37,758,085 shares and 37,114,589 shares issued and outstanding at September 30, 2017 and December 31, 2016, respectively	38	37
Additional paid-in capital	399,102	389,620
Accumulated other comprehensive income	175	260
Accumulated deficit	(461,470)	(412,945)
Total stockholders' equity (deficit)	(62,155)	(23,028)
Total liabilities and stockholders' equity (deficit)	<u>\$ 120,481</u>	<u>\$ 195,482</u>

See accompanying notes to the condensed financial statements.

**OncoMed Pharmaceuticals, Inc.**

**Condensed Statements of Operations  
(Unaudited)**

(In thousands, except share and per share amounts)

	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
<b>Revenue:</b>				
Collaboration revenue	\$ 5,013	\$ 5,279	15,467	15,976
Other revenue	93	640	2,048	2,959
Total revenue	5,106	5,919	17,515	18,935
<b>Operating expenses:</b>				
Research and development	12,191	27,361	51,268	85,467
General and administrative	3,871	4,493	12,952	14,464
Restructuring charges	69	—	2,513	—
Total operating expenses	16,131	31,854	66,733	99,931
Loss from operations	(11,025)	(25,935)	(49,218)	(80,996)
Interest and other income, net	337	80	705	247
Loss before provision for income taxes	(10,688)	(25,855)	(48,513)	(80,749)
Provision for income taxes	4	9	12	15
Net loss	\$ (10,692)	\$ (25,864)	\$ (48,525)	\$ (80,764)
Net loss per common share, basic and diluted	\$ (0.28)	\$ (0.77)	\$ (1.29)	\$ (2.57)
Shares used to compute net loss per common share, basic and diluted	37,662,868	33,758,423	37,520,608	31,435,446

See accompanying notes to the condensed financial statements.

**OncoMed Pharmaceuticals, Inc.**

**Condensed Statements of Comprehensive Loss**  
**(Unaudited)**  
(In thousands)

	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
Net loss	\$ (10,692)	\$ (25,864)	\$ (48,525)	\$ (80,764)
Other comprehensive income:				
Unrealized gain (loss) on available-for-sale securities, net of tax	(97)	29	(85)	171
Total comprehensive loss	<u>\$ (10,789)</u>	<u>\$ (25,835)</u>	<u>\$ (48,610)</u>	<u>\$ (80,593)</u>

See accompanying notes to the condensed financial statements.

**OncoMed Pharmaceuticals, Inc.**  
**Condensed Statements of Cash Flows**  
**(Unaudited)**  
(In thousands)

	<u>Nine Months Ended September 30,</u>	
	<u>2017</u>	<u>2016</u>
<b>Operating activities</b>		
Net loss	\$ (48,525)	\$ (80,764)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Depreciation and amortization	1,286	1,328
Stock-based compensation	7,278	8,775
Changes in operating assets and liabilities:		
Accounts receivable and other receivables	2,167	68,451
Prepaid and other current assets	65	441
Other assets	680	648
Accounts payable	(4,111)	(1,224)
Accrued liabilities	(3,651)	(2,731)
Accrued clinical liabilities	(12,975)	7,510
Deferred revenue	(15,497)	(15,969)
Deferred rent	662	(552)
Net cash used in operating activities	<u>(72,621)</u>	<u>(14,087)</u>
<b>Investing activities</b>		
Purchases of property and equipment	(484)	(858)
Purchases of short-term investments	(107,502)	(207,282)
Maturities of short-term investments	157,327	148,782
Net cash provided by (used in) investing activities	<u>49,341</u>	<u>(59,358)</u>
<b>Financing activities</b>		
Proceeds from issuance of common stock related to the exercise of options and employee stock plan purchases	2,204	1,176
Net proceeds from issuance of common stock	—	63,909
Net cash provided by financing activities	<u>2,204</u>	<u>65,085</u>
Net decrease in cash and cash equivalents	(21,076)	(8,360)
Cash and cash equivalents at beginning of period	36,953	38,444
Cash and cash equivalents at end of period	<u>\$ 15,877</u>	<u>\$ 30,084</u>

See accompanying notes to the condensed financial statements.

## OncoMed Pharmaceuticals, Inc.

### Notes to the Unaudited Condensed Financial Statements

#### 1. Organization

OncoMed Pharmaceuticals, Inc. (“OncoMed”, the “Company”, “us”, “we”, or “our”) is a clinical-stage biopharmaceutical company focused on discovering and developing novel therapeutics that address the fundamental biology driving cancer’s growth, resistance, recurrence and metastasis. The Company currently has four internally discovered therapeutic candidates in clinical development targeting cancer stem cell, or CSC, pathways and immuno-oncology targets. The Company is also pursuing discovery of additional novel approaches to cancer treatment, including new immuno-oncology therapeutic candidates. The Company was incorporated in July 2004 in Delaware. The Company’s operations are based in Redwood City, California, and it operates in one segment.

#### 2. Summary of Significant Accounting Policies

##### *Basis of Presentation*

The Company’s financial statements have been prepared in accordance with U.S. generally accepted accounting principles (“U.S. GAAP”) for interim reporting. These financial statements have been prepared on the same basis as the Company’s annual financial statements and, in the opinion of management, reflect all adjustments, consisting only of normal recurring adjustments that are necessary for a fair statement of the Company’s financial information. These interim results are not necessarily indicative of the results to be expected for the year ending December 31, 2017 or for any subsequent interim period.

The condensed balance sheet data as of December 31, 2016 was derived from the audited financial statements included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2016. The accompanying condensed financial statements and related financial information should be read in conjunction with the audited financial statements and the related notes thereto contained in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2016, filed with the Securities and Exchange Commission (the “SEC”) on March 9, 2017.

There have been no material changes to our significant accounting policies as of and for the three and nine months ended September 30, 2017, except for the inclusion of policies related to restructuring charges.

##### *Use of Estimates*

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and judgments that affect the amounts reported in the financial statements and accompanying notes. On an ongoing basis, management evaluates its estimates, including, but not limited to, those related to revenue recognition, preclinical study and clinical trial accruals, fair value of assets and liabilities, restructuring charges, stock-based compensation and income taxes. Management bases its estimates on historical experience and on various other market-specific and relevant assumptions that management believes to be reasonable under the circumstances. Actual results may differ from those estimates.

##### *Restructuring Charges*

The Company recognizes a liability for exit and disposal activities when the liability is incurred. Restructuring charges consist of severance, other one-time benefits and other employee related charges. Liabilities for costs associated with a restructuring activity are measured at fair value and are recognized when the liability is incurred. One-time termination benefits are expensed at the date the Company notifies the employee, unless the employee must provide future service, in which case the benefits are expensed ratably over the future service period.

The Company continually evaluates the adequacy of the remaining liabilities under its restructuring initiatives. Although the Company believes that these estimates accurately reflect the costs of the Company’s restructuring plan, actual results may differ and thereby require the Company to record an additional provision or reverse a portion of such a provision.

### Customer Concentration

Customers whose revenue accounted for 10% or more of total revenues were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Bayer Pharma AG ("Bayer")	*	10%	11%	*
Celgene Corporation ("Celgene")	100%	88%	88%	88%

\* Less than 10%

### Net Loss per Common Share

Basic net loss per common share is calculated by dividing the net loss by the weighted-average number of common shares outstanding during the period, without consideration for common stock equivalents. Diluted net loss per common share is computed by dividing the net loss by the weighted-average number of common shares and common share equivalents outstanding for the period determined using the treasury-stock method. For purposes of this calculation, potentially dilutive securities consisting of common stock subject to repurchase, stock options and restricted stock units are considered to be common stock equivalents and were excluded in the calculation of diluted net loss per common share because their effect would be anti-dilutive for all periods presented.

### Newly Adopted and Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board, or FASB, issued Accounting Standards Update, or ASU, 2014-09, *Revenue from Contracts with Customers: Topic 606*, to supersede nearly all existing revenue recognition guidance under U.S. GAAP. The core principle of ASU 2014-09 is to recognize revenues when promised goods or services are transferred to customers in an amount that reflects the consideration that is expected to be received for those goods or services. ASU 2014-09 defines a five-step process to achieve this core principle and, in doing so, it is possible more judgment and estimates may be required within the revenue recognition process than are required under existing U.S. GAAP, including identifying performance obligations in a contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation. ASU 2014-09 is effective for the Company in the first quarter of fiscal year 2018 using either of two methods: (i) full retrospective application of ASU 2014-09 to each prior reporting period presented with the option to elect certain practical expedients as defined within ASU 2014-09; or (ii) modified retrospective application of ASU 2014-09 with the cumulative effect of initially applying ASU 2014-09 recognized at the date of initial application and providing certain additional disclosures as defined within ASU 2014-09. In March, April, May and December 2016, the FASB issued ASU 2016-08, *Revenue from Contracts with Customers: Principal versus Agent Considerations*, ASU 2016-10, *Revenue from Contracts with Customers: Identifying Performance Obligations and Licensing*, ASU 2016-12, *Revenue from Contracts with Customers: Narrow-Scope Improvements and Practical Expedients to provide supplemental adoption guidance and clarification to ASU 2014-09* and ASU 2016-20, *Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers*, respectively. The effective date for these new standards is the same as the effective date for ASU 2014-09, within the same transition requirements.

The adoption of ASU 2014-09 may have a material effect on the Company's financial statements. To date, the Company has derived its revenues from collaboration agreements. The consideration that the Company is eligible to receive under these agreements includes upfront payments, research and development funding, and milestone payments. Each collaboration agreement is unique and will need to be assessed separately under the five-step process under the new standard. The Company has started its preliminary assessment of its active collaboration agreements. The Company expects that its evaluation of the accounting for collaboration agreements under the new revenue standard could identify material changes from the current accounting treatment. ASU 2014-09 differs from the current accounting standard in many respects, such as in the accounting for variable consideration, including milestone payments. Under the Company's current accounting policy, milestone revenue is recognized using the milestone method specified in ASC 605-28, which generally results in the recognition of the milestone payment as revenue in the period that the milestone is achieved. However, under ASU 2014-09, it is possible to start to recognize milestone revenue before the milestone is achieved, subject to management's assessment that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved. In addition, ASC 605-28 includes a presumption that revenue from up-front non-refundable fees would be recognized ratably over the performance period, unless another attribution method was determined to more closely approximate the delivery of the goods or services to the customer. ASU 2014-09 does not have a presumption that entities would default to a ratable attribution approach and will require entities to determine an appropriate attribution method using either output or input methods. As such, the amount and timing of revenue recognition for the Company's collaboration agreements may change under ASU 2014-09.



The Company will adopt ASU 2014-09 in the first quarter of 2018 and expects to use the modified retrospective method of adoption. The Company is currently evaluating the impact of this standard on the Company's financial statements including the impact of variable consideration and potential disclosures. In addition, the Company continues to monitor additional changes, modifications, clarifications or interpretations undertaken by the FASB, which may impact its current conclusions.

In February 2016, the FASB issued ASU 2016-02, *Leases*. ASU 2016-02 amends a number of aspects of lease accounting, including requiring lessees to recognize almost all leases with a term greater than one year as a right-of-use asset and corresponding liability, measured at the present value of the lease payments. The guidance will become effective for the Company beginning in the first quarter of 2019 and is required to be adopted using a modified retrospective approach, with early adoption permitted. While the Company is currently evaluating the impact of the adoption of this standard on its financial statements, the Company anticipates recognition of additional assets and corresponding liabilities related to leases on its Balance Sheets.

In March 2016, the FASB issued ASU No. 2016-09, *Compensation—Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting*. ASU 2016-09 simplifies several aspects of employee share-based payment accounting, including income tax consequences, classification of awards as either equity or liability and classification on the statement of cash flows. The Company adopted this guidance in the first quarter of 2017. As a result of the adoption, the Company's deferred tax asset increased by \$3.9 million, with a corresponding increase to the valuation allowance. Accordingly there was no impact to the condensed statement of operations or condensed balance sheet.

### 3. Cash, Cash Equivalents and Investments

The fair value of securities at September 30, 2017 and December 31, 2016, were as follows (in thousands):

	September 30, 2017			
	Amortized	Gross Unrealized		Fair
	Cost	Gains	Losses	Value
Money market funds	\$ 466	\$ —	\$ —	\$ 466
U.S. treasury bills	97,535	175	—	97,710
Total available-for-sale securities	<u>\$ 98,001</u>	<u>\$ 175</u>	<u>\$ —</u>	<u>\$ 98,176</u>
Classified as:				
Cash equivalents				\$ 466
Short-term investments				97,710
Total cash equivalents and investments				<u>\$ 98,176</u>

As of September 30, 2017, the Company had a total of \$113.6 million in cash, cash equivalents and short-term investments, which includes \$15.9 million in cash and cash equivalents and \$97.7 million in short-term investments.

	December 31, 2016			
	Amortized	Gross Unrealized		Fair
	Cost	Gains	Losses	Value
U.S. treasury bills	\$ 147,360	\$ 260	\$ —	\$ 147,620
Total available-for-sale securities	<u>\$ 147,360</u>	<u>\$ 260</u>	<u>\$ —</u>	<u>\$ 147,620</u>
Classified as:				
Short-term investments				<u>\$ 147,620</u>

As of December 31, 2016, the Company had a total of \$184.6 million in cash and short-term investments, which includes \$37.0 million in cash and \$147.6 million in short-term investments.

All available-for-sale securities held as of September 30, 2017 and December 31, 2016 had contractual maturities of less than one year. There have been no significant realized gains or losses on available-for-sale securities for the periods presented.

### 4. Fair Value Measurements

The Company records its financial assets and liabilities at fair value. The accounting guidance for fair value provides a framework for measuring fair value, clarifies the definition of fair value, and expands disclosures regarding fair value measurements. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly

transaction between market participants at the reporting date. The Company applies the following hierarchy for disclosure of the inputs used to measure fair value, which prioritizes the inputs used into three broad levels as follows:

- Level 1: Inputs which include quoted prices in active markets for identical assets and liabilities.
- Level 2: Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The Company's financial assets and liabilities subject to fair value measurements on a recurring basis and the level of inputs used in such measurements were as follows (in thousands):

	September 30, 2017			
	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Money market funds	\$ 466	\$ —	\$ —	\$ 466
U.S. treasury bills	—	97,710	—	97,710
Total	<u>\$ 466</u>	<u>\$ 97,710</u>	<u>\$ —</u>	<u>\$ 98,176</u>
<b>December 31, 2016</b>				
	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
U.S. treasury bills	\$ —	\$ 147,620	\$ —	\$ 147,620
Total	<u>\$ —</u>	<u>\$ 147,620</u>	<u>\$ —</u>	<u>\$ 147,620</u>

Where quoted prices are available in an active market, securities are classified as Level 1. The Company classifies money market funds as Level 1. When quoted market prices are not available for the specific security, then the Company estimates fair value by using benchmark yields, reported trades, broker/dealer quotes, and issuer spreads. The Company classifies U.S. Treasury securities as Level 2. There were no transfers between Level 1 and Level 2 during the periods presented.

## 5. Collaborations

### Summary of Collaboration Related Revenue

The Company has recognized the following revenues from its collaboration agreements during the three and nine months ended September 30, 2017 and 2016 (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
<b>GlaxoSmithKline ("GSK"):</b>				
Recognition of upfront payments	\$ —	\$ 127	\$ 150	\$ 426
Other revenue	—	—	3	617
GSK total	<u>—</u>	<u>127</u>	<u>153</u>	<u>1,043</u>
<b>Bayer:</b>				
Recognition of upfront payments	—	139	278	509
Other revenue	—	466	1,734	773
Bayer total	<u>—</u>	<u>605</u>	<u>2,012</u>	<u>1,282</u>
<b>Celgene:</b>				
Recognition of upfront payments	5,013	5,013	15,039	15,041
Other revenue	93	174	311	1,569
Celgene total	<u>5,106</u>	<u>5,187</u>	<u>15,350</u>	<u>16,610</u>
Total collaboration related revenue	<u>\$ 5,106</u>	<u>\$ 5,919</u>	<u>\$ 17,515</u>	<u>\$ 18,935</u>

### GSK Strategic Alliance

On July 7, 2017, the Company received a letter, dated June 30, 2017, from GSK indicating that GSK was terminating the Company's collaboration agreement with GSK in its entirety effective as of October 28, 2017. As a result of such termination, as of October 28, 2017, the Company retained worldwide rights to tarextumab (anti-Notch2/3, OMP-59R5). The Company is no longer eligible to receive any payments under the terminated collaboration agreement with GSK. The Company has decided to discontinue its tarextumab program, as well as its brontictuzumab (anti-Notch1, OMP-52M51) program, which was also previously subject to the collaboration agreement with GSK, and will not conduct any further development activities relating to either program.

#### ***Bayer Strategic Alliance***

On April 7, 2017, Bayer notified the Company of its decision not to exercise its option to license vantictumab and ipafricept and of its termination of all Wnt pathway biologic programs under the Company's collaboration with Bayer, including vantictumab and ipafricept. As a result, effective June 16, 2017, the Company retained worldwide rights to develop and commercialize vantictumab and ipafricept. The Company is no longer eligible to receive any payments under its collaboration with Bayer with respect to biologic therapeutic candidates, including vantictumab and ipafricept. With respect to Wnt pathway small molecule candidates, the Company remains eligible to receive up to \$22.0 million in certain development milestone payments as well as contingent consideration payments of up to \$50.0 million for the achievement of certain development and regulatory events and up to \$140.0 million upon the achievement of specified future product sales. As all such contingent consideration is based solely on the performance of Bayer, the Company would recognize the contingent payments upon receipt immediately as collaboration revenue if the Company had no further performance obligations under the agreement with Bayer.

#### ***Celgene Strategic Alliance***

As of September 30, 2017, the Company is eligible to receive in its collaboration with Celgene up to \$15.0 million in future development milestones across all biologic programs, prior to the point that Celgene exercises its options. The Company is also eligible to receive up to \$240.0 million of contingent consideration if Celgene exercises all its options for the biologic and small molecule therapeutic programs. Following Celgene's exercise of its option for a biologic therapeutic program, the Company will have co-development and co-commercialization rights for five of the six biologic therapeutic programs in the U.S. Celgene will be responsible for all further development and commercialization following the exercise of the options for specified programs. For programs subject to the Company's co-development and co-commercialization rights, the Company will be responsible for one-third and Celgene will be responsible for two-thirds of worldwide development costs, and the Company and Celgene will share 50% of all product profits and losses in the U.S. Outside the U.S., Celgene will have exclusive development and commercialization rights for such programs, with the Company eligible to receive milestones and tiered royalties on product sales. With respect to one of the six biologic therapeutic programs, and any of the other biologic therapeutic programs if the Company elects not to co-develop and co-commercialize products arising from such program, Celgene will have exclusive development and commercialization rights worldwide, with the Company eligible to receive milestones and tiered royalties on worldwide product sales. If Celgene successfully develops and commercializes all of the product candidates, the Company could receive additional contingent consideration of up to \$2.8 billion for the achievement of post-option exercise development, regulatory events and sales milestones (up to \$2.7 billion for biologics and \$95.0 million for small molecules). As all contingent consideration is based solely on the performance of Celgene, the Company would recognize the contingent payments upon receipt immediately as collaboration revenue if the Company had no further performance obligations under the agreement with Celgene.

On April 10, 2017, the Company announced that the Phase II "YOSEMITE" clinical trial of demcizumab (anti-DLL4, OMP-21M18) in combination with Abraxane® (paclitaxel protein-bound particles for injectable suspension) (albumin bound) plus gemcitabine in previously untreated patients with metastatic pancreatic cancer did not meet its primary endpoint of progression-free survival and that the interim median overall survival analysis did not show a benefit for demcizumab in combination with Abraxane plus gemcitabine compared to the Abraxane, gemcitabine plus placebo arm. On May 8, 2017, the Company announced that the Phase II "DENALI" clinical trial of demcizumab in combination with carboplatin and pemetrexed in front-line non-squamous non-small cell lung cancer failed to meet its efficacy endpoints when compared to placebo, and that the Company is discontinuing the dosing of all patients on its demcizumab clinical trials, including a Phase Ib clinical trial combining demcizumab and pembrolizumab.

Celgene notified the Company on June 29, 2017 that it does not intend to exercise its option for demcizumab, and the Company has decided to discontinue its demcizumab program entirely. Of the potential payments the Company is eligible to receive in its collaboration with Celgene, summarized above, demcizumab accounts for \$70.0 million of contingent consideration for Celgene's exercise of its option and up to \$721.0 million in aggregate payments for the achievement of development, regulatory, and commercial milestones.

## 6. Stockholder's Equity

### Equity Incentive Plans

As of September 30, 2017, a total of 5,737,554 shares of common stock have been authorized under the 2013 Equity Incentive Award Plan (the "2013 Plan"), including the additional 1,484,583 shares of common stock that became available on January 1, 2017 for future issuance under the 2013 Plan as a result of an annual automatic increase provision in the 2013 Plan. As of September 30, 2017, a total of 4,323,948 shares are subject to options and restricted stock units ("RSUs") outstanding under the 2013 Plan. There are 1,330,495 shares subject to options outstanding under the 2004 Stock Incentive Plan (the "2004 Plan") as of September 30, 2017, which will become available for issuance under the 2013 Plan to the extent the options are forfeited or lapse unexercised without issuance of such shares under the 2004 Plan.

The following table summarizes the Company's stock option and RSU award activity under the 2004 Plan and 2013 Plan including grants to nonemployees during the nine months ended September 30, 2017 (in thousands):

	Shares Available for Grant of Options and Awards	Options and Awards Outstanding
Balance at December 31, 2016	971	4,900
Additional shares authorized	1,484	—
RSUs awarded	(532)	532
Options granted	(1,880)	1,880
Options exercised	—	(370)
RSUs vested	—	(184)
Options forfeited	846	(846)
RSUs forfeited	258	(258)
Balance at September 30, 2017	<u>1,147</u>	<u>5,654</u>

The weighted-average grant date estimated fair value of options granted during the nine months ended September 30, 2017 was \$3.83 per share.

### Employee Stock Purchase Plan

As of September 30, 2017, a total of 1,543,620 shares of common stock have been authorized and 1,205,870 shares of common stock are available for future issuance under the Company's Employee Stock Purchase Plan (the "ESPP"). This authorized number includes the additional 350,000 shares of common stock that became available for future issuance under the ESPP as of January 1, 2017 as a result of an annual automatic increase provision in the ESPP. The ESPP allows eligible employees to purchase shares of the Company's common stock at a discount through payroll deductions of up to 15% of their eligible compensation, subject to any plan limitations. The ESPP provides for six-month offering periods, and at the end of each offering period, employees are able to purchase shares at 85% of the lower of the fair market value of the Company's common stock on the first trading day of the offering period or on the last day of the offering period.

During the nine months ended September 30, 2017, the Company issued 88,982 shares under the ESPP.

### Stock-Based Compensation

Employee stock-based compensation expense was calculated based on awards expected to vest and has been reduced for estimated forfeitures. Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures are expected to differ from those estimates.

Stock-based compensation expense recognized was as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Research and development	\$ 970	\$ 1,586	\$ 3,739	\$ 4,827
General and administrative	983	1,243	3,533	3,948
Restructuring charges	—	—	6	—
<b>Total</b>	<b>\$ 1,953</b>	<b>\$ 2,829</b>	<b>\$ 7,278</b>	<b>\$ 8,775</b>

As of September 30, 2017, the Company had \$11.5 million, \$2.9 million and \$0.1 million of unrecognized stock-based compensation expense related to stock options, RSUs and ESPP shares, respectively, which are expected to be recognized over an estimated weighted-average period of 2.7 years, 1.1 years and 0.4 years, respectively.

#### Fair Value Disclosures

The fair value of stock options granted under the 2013 Plan and purchases under the Company's ESPP were estimated at grant date using the Black-Scholes option-pricing model. The fair value of stock-based awards was estimated using the following weighted average assumptions for the three and nine months ended September 30, 2017 and 2016:

Stock Option Plan:	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Weighted-average volatility	76.9%	—	75.5%	71.7%
Weighted-average expected term (years)	6.2	—	6.2	5.7
Risk-free interest rate	2.1%	—	2.2%	1.4%
Expected dividend yield	—	—	—	—

ESPP	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Weighted-average volatility	63.8%	87.7%	61.5%	72.8%
Weighted-average expected term (years)	0.5	0.5	0.5	0.5
Risk-free interest rate	0.6%	0.5%	0.5%	0.4%
Expected dividend yield	—	—	—	—

#### 7. Income Taxes

During the three and nine months ended September 30, 2017, the Company recorded an income tax provision of \$4,000 and \$12,000, respectively, related to discrete items resulting from interest on prior years' uncertain tax positions. The Company's deferred tax assets continue to be fully offset by a valuation allowance.

#### 8. Net Loss per Common Share

The following outstanding common stock equivalents were excluded from the computation of diluted net loss per common share for the periods presented because including them would have been anti-dilutive (in thousands):

	As of September 30,	
	2017	2016
Options to purchase common stock	4,987	4,488
RSUs	667	211
	<b>5,654</b>	<b>4,699</b>

#### 9. Restructuring Charges

On April 24, 2017, the Company's Board of Directors approved a restructuring plan to reduce operating costs and better align its workforce with the needs of its business following the Company's recent announcements that its Phase II "YOSEMITE" clinical trial of demcizumab (anti-DLL4, OMP-21M18) in combination with Abraxane® plus gemcitabine in previously untreated patients with

metastatic pancreatic cancer did not meet its primary endpoint and would be discontinued, its Phase II "PINNACLE" clinical trial of tarextumab (anti-Notch2/3, OMP-59R5) in combination with etoposide plus either cisplatin or carboplatin chemotherapy in previously untreated patients with extensive-stage small cell lung cancer did not meet its endpoints, its partner Bayer had decided not to exercise its option to license vantictumab (anti-Fzd, OMP-18R5) and ipafricept (Fzd8-Fc, OMP-54F28), and enrollment would be discontinued in the Phase Ib clinical trial of brontictuzumab (anti-Notch1, OMP-52M51) in combination with trifluridine/tipiracil (Lonsurf®) in third-line colorectal cancer patients. Under the restructuring plan the Company is reducing its workforce by 60 employees (or 48%) to 64 employees, based on the number of employees employed by the Company as of April 24, 2017. As of September 30, 2017, 55 of the affected employees had been terminated, and the remaining five employees will be terminated by December 31, 2017. As a result, the Company incurred \$2.5 million in restructuring charges consisting of one-time severance payments and other employee related costs, and other charges during the nine months ended September 30, 2017, of which a majority was paid out in cash during the second quarter of 2017. Restructuring charges are included in operating expense in the condensed statement of operations. The restructuring reserve of \$0.3 million is included in accrued liabilities on the condensed balance sheet as of September 30, 2017, and is expected to be paid out during the fourth quarter of 2017.

The following table provides a summary of restructuring activity during the nine months ended September 30, 2017 (in thousands):

	<u>Employee Severance and Other Costs</u>
Balance at January 1, 2017	\$ —
Costs incurred	2,513
Less cash payments	(2,231)
Less non-cash charges	(6)
Balance at September 30, 2017	<u>\$ 276</u>

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*You should read the following discussion in conjunction with our condensed financial statements (unaudited) and related notes included elsewhere in this report. This Quarterly Report on Form 10-Q contains forward-looking statements that involve risks and uncertainties. All statements other than statements of historical facts contained in this report are forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "may," "could," "will," "would," "should," "expect," "plan," "anticipate," "believe," "estimate," "intend," "predict," "seek," "contemplate," "potential" or "continue" or the negative of these terms or other comparable terminology. These forward-looking statements, include, but are not limited to, the initiation, timing, progress and results of our preclinical studies and clinical trials, and our research and development programs; our ability to advance therapeutic candidates into, and successfully complete, clinical trials; our receipt of future milestone payments and/or royalties, and the expected timing of such payments; our collaborators' exercise of their license options; the commercialization of our therapeutic candidates; the implementation of our business model, strategic plans for our business, therapeutic candidates and technology; the scope of protection we are able to establish and maintain for intellectual property rights covering our therapeutic candidates and technology; estimates of our expenses, future revenues, capital requirements and our needs for additional financing; the timing or likelihood of regulatory filings, including Investigational New Drug, or IND, applications, and approvals; our ability to maintain and establish collaborations or obtain additional government grant funding; our use of proceeds from our at-the-market offering, and our underwritten public offering; our financial performance; the anticipated timing, expected costs and financial impact of our restructuring plan and related reduction in force, and the financial impact of other cost saving initiatives; and developments relating to our competitors and our industry. These statements reflect our current views with respect to future events or our future financial performance, are based on assumptions, and involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Given these uncertainties, you should not place undue reliance on these forward-looking statements. Factors that may cause actual results to differ materially from current expectations include, among other things, those listed under "Item 1A—Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016 and in this Quarterly Report on Form 10-Q. These forward-looking statements speak only as of the date hereof. Except as required by law, we assume no obligation to update or revise these forward-looking statements for any reason, even if new information becomes available in the future. Unless the context requires otherwise, in this Quarterly Report on Form 10-Q, the terms "OncoMed," "Company," "OncoMed Pharmaceuticals," "we," "us" and "our" refer to OncoMed Pharmaceuticals, Inc., a Delaware corporation, unless otherwise noted.*

### Overview

OncoMed is a clinical-stage biopharmaceutical company focused on discovering and developing novel therapeutics that address the fundamental biology driving cancer's growth, resistance, recurrence and metastasis. We believe that a key reason for the limitations of many current cancer treatments is that they fail to impede the growth of cancer stem cells, or CSCs, which are responsible for the initiation, metastasis and recurrence of many cancers. Our research into CSC pathways such as Notch, Wnt and RSPO-LGR has also led us to identify immuno-oncology biologics intended to bolster immune system recognition of cancer cells and/or suppress immune system evasion mechanisms. We believe our therapeutic candidates are quite distinct from current generations of chemotherapies and targeted therapies, and have the potential to significantly impact cancer treatment and the clinical outcome of patients with cancer. All of our therapeutic candidates were discovered internally in our own research laboratories.

We currently have four internally discovered therapeutic candidates in clinical development targeting CSC pathways and immuno-oncology. We are also pursuing discovery of additional novel approaches to cancer treatment including new immuno-oncology therapeutic candidates. We are currently enrolling patients in two Phase Ib clinical trials of navicixizumab (anti-DLL4/VEGF bispecific, OMP-305B83) in combination with standard chemotherapy regimens in patients with platinum-resistant ovarian cancer and metastatic colorectal cancer. We are also currently enrolling patients in both portions of a Phase Ia/b clinical trial of rosmantuzumab (anti-RSPO3, OMP-131R10). The Phase Ia portion is in solid tumor patients and the Phase Ib portion is in patients with certain colorectal or gastric cancers and combines rosmantuzumab with standard-of-care chemotherapy. Patients with solid tumors are also being enrolled in a Phase Ia clinical trial of anti-TIGIT (OMP-313M32), our third therapeutic candidate currently in clinical development. On September 13, 2017, we announced that the first patient had been dosed in our Phase Ia clinical trial of GITRL-Fc (OMP-336B11) in patients with solid tumors. Clinical trials for these therapeutic candidates are ongoing, with the intent of gathering additional data required to proceed to later stage clinical trials and product approval.

On April 10, 2017 we announced that our randomized Phase II "YOSEMITE" clinical trial of demcizumab (anti-DLL4, OMP-21M18), in combination with Abraxane® plus gemcitabine in previously untreated patients with metastatic pancreatic cancer did not meet its primary endpoint. On May 8, 2017, we announced that our randomized Phase II "DENALI" clinical trial of demcizumab in combination with carboplatin and pemetrexed in front-line non-squamous non-small cell lung cancer failed to meet its efficacy endpoints when compared to placebo. We have discontinued the dosing of all patients on our demcizumab clinical trials, including a

Phase Ib clinical trial combining demcizumab and pembrolizumab, and have decided to discontinue our demcizumab program entirely. On April 17, 2017, we announced top-line results from a randomized Phase II clinical trial known as “PINNACLE” of tarextumab (anti-Notch2/3, OMP-59R5) in combination with platinum chemotherapy and etoposide in small cell lung cancer patients. The PINNACLE trial did not meet its endpoints, and we have decided to discontinue our tarextumab program entirely. We also announced on April 17, 2017 that we were discontinuing enrollment in our Phase Ib clinical trial of brontictuzumab (anti-Notch1, OMP-52M51) in combination with trifluridine/tipiracil (Lonsurf®) in colorectal cancer patients, and we subsequently decided to discontinue our brontictuzumab program entirely. In addition, we have discontinued the dosing of all patients on our clinical trials of vantictumab (anti-Fzd, OMP-18R5) and ipafricept (Fzd8-Fc, OMP-54F28). We are currently exploring potential partnering opportunities relating to our vantictumab and ipafricept programs.

## Financial Operations Overview

### Revenue

We have not generated any revenue from product sales. Our revenue to date has been primarily derived from upfront payments and development milestones received from GlaxoSmithKline, or GSK, Bayer Pharma AG, or Bayer, and Celgene Corporation, or Celgene. We recognize revenue from upfront payments ratably over the term of our estimated period of performance under the agreements. In addition to receiving upfront payments, we may also be entitled to milestone and other contingent payments upon achieving predefined objectives or the exercise of options for specified programs by our strategic partners. Such payments are recorded as revenue when we achieve the underlying milestone if there is substantive uncertainty at the date the arrangement is entered into that the event will be achieved. We also recognize revenue for reimbursements of research and development costs under our collaboration agreements as the services are performed.

The following table summarizes our revenue for the three and nine months ended September 30, 2017 and 2016, which is related to the recognition of upfront payments and reimbursements of research and development costs under our various collaboration arrangements (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
GSK:				
Recognition of upfront payments	\$ —	\$ 127	\$ 150	\$ 426
Other revenue	—	—	3	617
GSK total	—	127	153	1,043
Bayer:				
Recognition of upfront payments	—	139	278	509
Other revenue	—	466	1,734	773
Bayer total	—	605	2,012	1,282
Celgene:				
Recognition of upfront payments	5,013	5,013	15,039	15,041
Other revenue	93	174	311	1,569
Celgene total	5,106	5,187	15,350	16,610
Total collaboration related revenue	\$ 5,106	\$ 5,919	\$ 17,515	\$ 18,935

We expect that any revenue we generate will fluctuate from period to period as a result of the timing and amount of milestones and other payments that we may receive in the future from our collaborations with Bayer and Celgene or any new collaboration into which we may enter. On July 7, 2017, we received a letter, dated June 30, 2017, from GSK indicating that GSK was terminating our collaboration in its entirety, effective October 28, 2017. As a result of such termination, we are no longer eligible to receive any future payments under our terminated collaboration agreement with GSK.

### Research and Development

Research and development expenses represent costs incurred to conduct research such as the discovery and development of clinical candidates for GSK, Bayer and Celgene as well as discovery and development of our proprietary un-partnered product candidates. We expense all research and development costs as they are incurred. Our research and development expenses consist of employee salaries and related benefits, including stock-based compensation, third-party contract costs relating to research, manufacturing, preclinical studies, clinical trial activities, laboratory consumables, and allocated facility costs.



At any point in time, we typically have various early stage research and drug discovery projects. Our internal resources, employees and infrastructure are not directly tied to any one research or drug discovery project and are typically deployed across multiple projects. As such, we do not maintain information regarding these costs incurred for these early stage research and drug discovery programs on a project-specific basis.

The following table summarizes our research and development expenses for the three and nine months ended September 30, 2017 and 2016 (in thousands). The internal costs include personnel, facility costs, laboratory consumables and discovery and research related activities associated with our pipeline. The external program costs reflect external costs attributable to our clinical development candidates and preclinical candidates selected for further development. Such expenses include third-party contract costs relating to manufacturing, clinical trial activities, translational medicine and toxicology activities.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
<b>Internal Costs:</b>				
Cancer biology, pathology and toxicology	\$ 2,318	\$ 4,068	\$ 10,172	\$ 12,245
Molecular and cellular biology	1,343	1,927	5,177	5,741
Process development and manufacturing	714	1,431	2,923	4,762
Product development	1,957	3,132	7,076	9,555
Subtotal internal costs	6,332	10,558	25,348	32,303
<b>External Program Costs:</b>				
Manufacturing	438	4,168	3,879	15,400
Clinical	4,782	10,240	18,448	31,121
Translational medicine	564	1,039	2,632	3,309
Toxicology	75	1,356	961	3,334
Subtotal external program costs	5,859	16,803	25,920	53,164
Total research and development expense	\$ 12,191	\$ 27,361	\$ 51,268	\$ 85,467

The process of conducting preclinical studies and clinical trials necessary to obtain regulatory approval is costly and time-consuming. We or our partners may never succeed in achieving marketing approval for any of our therapeutic candidates. The probability of success of each therapeutic candidate may be affected by numerous factors, including preclinical data, clinical data, competition, manufacturing capability and commercial viability.

For the biologic programs covered under our strategic alliance with Celgene, we are responsible for development of each therapeutic candidate prior to the exercise of Celgene's option to exclusively license such therapeutic candidate. Celgene may exercise such option on a program-by-program basis during certain time periods through the end of certain Phase I or Phase II trials, depending on the applicable program. With respect to biologic therapeutic programs, if Celgene exercises its option for a given program, we will have the option to co-develop and co-commercialize up to five of the six such therapeutic candidates in the United States. If we do so, we will be responsible for a one-third share of the global development costs of such therapeutic candidates, with Celgene bearing the remaining two-thirds of such costs, and we will be entitled to participate in the commercialization activities for such therapeutic candidates in the United States, and to share 50% of all profits and losses arising from U.S. sales of such therapeutic candidates. Otherwise, we may enter into a license agreement with Celgene for such therapeutic candidate whereupon Celgene would be responsible for all further development costs. In addition, if Celgene exercises its option under the Celgene Agreement to further develop and commercialize small molecule therapeutics directed to targets in an undisclosed pathway, all further development obligations with respect to the small molecule therapeutic program will be assumed by Celgene.

Most of our product development programs are at an early stage; therefore, the successful development of our therapeutic candidates is highly uncertain and may not result in approved products. Completion dates and completion costs can vary significantly for each therapeutic candidate and are difficult to predict. Given the uncertainty associated with clinical trial enrollments and the risks inherent in the development process, we are unable to determine the duration and completion costs of current or future clinical trials of our therapeutic candidates or if and to what extent we will generate revenues from the commercialization and sale of any of our therapeutic candidates. We anticipate that we and Celgene will make determinations as to which programs to pursue and how much funding to direct to each program on an ongoing basis in response to the scientific and clinical success of each therapeutic candidate, as well as an ongoing assessment as to each therapeutic candidate's commercial potential. We may need to raise additional capital or may seek additional strategic alliances in the future in order to complete the development and commercialization of our therapeutic candidates.

### General and Administrative

Our general and administrative expenses consist primarily of personnel costs, allocated facilities-related expenses, depreciation of capital equipment and other expenses for outside professional services. Personnel costs consist of salaries, benefits and stock-based compensation. General and administrative personnel include our executive, finance, human resources, information technology and legal organizations. Our professional fees principally consist of outside legal, human resource, audit, tax and accounting services and other consulting costs.

### Interest and Other Income, net

Interest and other income consist primarily of interest received on our cash and cash equivalents, and investment income from short-term investments.

### Critical Accounting Policies and Estimates

Our condensed financial statements are prepared in accordance with generally accepted accounting principles in the United States, or U.S. GAAP. The preparation of these condensed financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, costs and expenses and related disclosures. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. In many instances, we could have reasonably used different accounting estimates, and in other instances changes in the accounting estimates are reasonably likely to occur from period to period. Accordingly, actual results could differ significantly from the estimates made by our management. To the extent that there are material differences between these estimates and actual results, our future financial statement presentation, financial condition, results of operations and cash flows will be affected.

Except for the inclusion of policies related to restructuring charges, there have been no significant and material changes in our critical accounting policies during the three and nine months ended September 30, 2017, as compared to those disclosed in “Item 7—Management’s Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Estimates” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016. See Note 2 to the notes to the condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q for a discussion relating to our policy related to restructuring charges.

### Recent Accounting Pronouncements

See Note 2 to the notes to the condensed financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q for information regarding recent accounting pronouncements.

### Results of Operations

#### Comparison of the Three Months Ended September 30, 2017 and 2016

(In thousands)	Three Months Ended September 30,		Dollar Change
	2017	2016	
Revenue:			
Collaboration revenue	\$ 5,013	\$ 5,279	\$ (266)
Other revenue	93	640	(547)
Total revenue	5,106	5,919	(813)
Operating expenses:			
Research and development	12,191	27,361	(15,170)
General and administrative	3,871	4,493	(622)
Restructuring charges	69	—	69
Total operating expenses	16,131	31,854	(15,723)
Loss from operations	(11,025)	(25,935)	14,910
Interest and other income, net	337	80	257
Loss before provision for income taxes	(10,688)	(25,855)	15,167
Provision for income taxes	4	9	(5)
Net loss	\$ (10,692)	\$ (25,864)	\$ 15,172

## Revenue

Total revenue was \$5.1 million for the three months ended September 30, 2017, a decrease of \$0.8 million, or 14%, compared to \$5.9 million for the three months ended September 30, 2016. Revenue recognized from amortization of upfront fees of \$5.0 million under our collaborations in the third quarter of 2017 was slightly lower compared to the same period in 2016 due to the completion of amortization of the upfront payments from our collaborations with GSK and Bayer in the second quarter of 2017. The year-over-year decrease of \$0.5 million in other revenue during the third quarter of 2017 compared to the same period in 2016 was due to lower revenue recognized from reimbursement of research and development costs for services performed for Celgene in the third quarter of 2017.

## Research and Development

Research and development expenses were \$12.2 million for the three months ended September 30, 2017, a decrease of \$15.2 million, or 55%, compared to \$27.4 million for the three months ended September 30, 2016. External costs decreased year-over-year by \$10.9 million in the third quarter of 2017 compared to the same period in 2016 primarily due to decreases in manufacturing costs by \$3.7 million as a result of the timing of production of materials used in the various clinical studies, and in clinical costs by \$5.5 million primarily due to a decrease in the Phase II clinical trial costs for our demcizumab and tarextumab programs as a result of our discontinuation of the dosing of all patients in these programs. Internal costs decreased year-over-year by \$4.2 million in the third quarter of 2017 compared to the same period in 2016 primarily due to a decrease in personnel costs, including a decrease in stock-based compensation of \$0.6 million due to reduced headcount as a result of our restructuring actions in April 2017, and a decrease in outside professional fees and laboratory supplies as a result of an overall decrease in activity and spend on our clinical programs. We expect that our research and development expenses will continue to decrease as our clinical development activities decrease.

## General and Administrative

General and administrative expenses were \$3.9 million for the three months ended September 30, 2017, a decrease of \$0.6 million, or 14%, compared to \$4.5 million for the three months ended September 30, 2016. The year-over-year decrease in general and administrative expense in the third quarter of 2017 compared to the same period in 2016 was primarily attributable to a decrease in personnel costs, including stock-based compensation, due to a decrease in headcount as a result of the restructuring plan that we implemented in April 2017.

## Comparison of Nine Months Ended September 30, 2017 and 2016

(In thousands)	Nine Months Ended September 30,		Dollar Change
	2017	2016	
<b>Revenue:</b>			
Collaboration revenue	\$ 15,467	\$ 15,976	\$ (509)
Other revenue	2,048	2,959	(911)
Total revenue	17,515	18,935	(1,420)
<b>Operating expenses:</b>			
Research and development	51,268	85,467	(34,199)
General and administrative	12,952	14,464	(1,512)
Restructuring charges	2,513	—	2,513
Total operating expenses	66,733	99,931	(33,198)
Loss from operations	(49,218)	(80,996)	31,778
Interest and other income, net	705	247	458
Loss before provision for income taxes	(48,513)	(80,749)	32,236
Provision for income taxes	12	15	(3)
Net loss	<u>\$ (48,525)</u>	<u>\$ (80,764)</u>	<u>\$ 32,239</u>

## Revenue

Total revenue was \$17.5 million for the nine months ended September 30, 2017, a decrease of \$1.4 million, or 7%, compared to \$18.9 million for the nine months ended September 30, 2016. Revenue recognized from amortization of upfront fees of \$15.5 million under our collaborations for the nine months ended September 30, 2017 slightly decreased compared to the same period in 2016 due to completion of amortization of upfront payments under our GSK and Bayer collaborations in the second quarter of 2017. The year-over-year decrease of \$0.9 million in other revenue during the nine months ended September 30, 2017 compared to the same period in

2016 was due to lower revenue recognized from reimbursement of research and development costs for services performed for GSK and Celgene in 2017.

#### *Research and Development*

Research and development expenses were \$51.3 million for the nine months ended September 30, 2017, a decrease of \$34.2 million, or 40%, compared to \$85.5 million for the nine months ended September 30, 2016. External costs decreased year-over-year by \$27.2 million compared to the same period in 2016 primarily due to a decrease in manufacturing costs by \$11.5 million and toxicology costs by \$2.4 million for our navicixizumab (anti-DLL4/VEGF bispecific, OMP-305B83) and anti-TIGIT (OMP-313M32) programs. The decrease in clinical costs by \$12.7 million was mainly related to a decrease in the Phase II clinical trial costs for demcizumab and tarextumab programs as a result of our discontinuation of dosing of all patients in these programs. Internal costs decreased year-over-year by \$6.9 million compared to the same period in 2016 primarily due to a decrease in personnel costs and outside professional fees.

#### *General and Administrative*

General and administrative expenses were \$13.0 million for the nine months ended September 30, 2017, a decrease of \$1.5 million, or 10%, compared to \$14.5 million for the nine months ended September 30, 2016. The year-over-year decrease in general and administrative expense was mainly due to a decrease in personnel costs including stock-based compensation of \$0.4 million driven by reduction in headcount as a result of the restructuring plan that we implemented in April 2017, as well as a decrease in legal costs.

#### *Restructuring Charges*

Restructuring charges were \$2.5 million for the nine months ended September 30, 2017 primarily related to severance, other one-time benefits and other employee related charges. See Note 9 of the notes to the condensed consolidated financial statements for additional details, including the types of expenses incurred and cash payments made.

#### **Liquidity and Capital Resources**

As of September 30, 2017, we had cash, cash equivalents and short term investments totaling \$113.6 million.

In June 2015, we filed a shelf registration statement on Form S-3, that permits: (a) the offering, issuance and sale by us of up to a maximum aggregate offering price of \$250.0 million of our common stock, preferred stock, debt securities, warrants, purchase contracts and/or units; and (b) as part of the \$250.0 million, the offering, issuance and sale by us of up to a maximum aggregate offering price of \$50.0 million of our common stock that may be issued and sold under a sales agreement with Cantor Fitzgerald & Co. in one or more at-the-market offerings. Through September 30, 2017, we have sold 388,166 shares of common stock pursuant to our at-the-market program at a weighted average price of \$12.59 per share, resulting in aggregate net proceeds to us of \$4.7 million, net of offering costs. In the nine months ended September 30, 2017, we did not sell any shares pursuant to our at-the-market program.

On August 23, 2016, we closed the sale of an aggregate of 6,325,000 shares of our common stock at a public offering price of \$10.00 per share. The shares were issued pursuant to a prospectus supplement filed with the SEC on August 17, 2016, and related prospectus, pursuant to the shelf registration statement. We received net offering proceeds of approximately \$59.2 million, net of underwriting discounts and commissions and offering costs.

Our primary uses of cash are to fund operating expenses, primarily related to research and development product candidate expenditures. Cash used to fund operating expenses is impacted by the timing of when we pay these expenses, as reflected in the change in our outstanding accounts payable and accrued expenses. We expect that operating expenses will constitute a material use of our cash balances. We intend to continue to manage our operating expenses in line with our existing cash and available financial resources. We believe the restructuring actions and other cost saving initiatives we have taken will enable us to significantly reduce our operating expenses for the rest of 2017 compared to prior periods.

We believe that our existing cash, cash equivalents and short-term investments as of September 30, 2017 will be sufficient to meet our anticipated cash requirements through the third quarter of 2019, even without taking into account potential future milestone payments to us or proceeds to us from any future sales of our securities pursuant to our shelf registration statement including our at-the-market program. However, our forecast of the period of time through which our financial resources will be adequate to support our operations is a forward-looking statement that involves risks and uncertainties, and actual results could vary materially.

Our future capital requirements are difficult to forecast and will depend on many factors, including:

- the achievement of milestones, the exercise of options, and/or the advancement of the small molecule programs into further development and potential commercialization under our agreements with Bayer and Celgene;
- the initiation, progress, timing and completion of preclinical studies and clinical trials for our therapeutic candidates and potential therapeutic candidates;
- the number and characteristics of therapeutic candidates that we pursue;
- the progress, costs and results of our clinical trials;
- the outcome, timing and cost of regulatory approvals;
- delays that may be caused by changing regulatory requirements;
- funding we may receive under any new collaborations we may enter into or new government grants we may be awarded in the future;
- the costs and timing of hiring new employees to support our future growth; and
- the costs and timing of procuring clinical supplies of our therapeutic candidates.

The following table summarizes our cash flows for the periods indicated (in thousands):

	<b>Nine Months Ended September 30,</b>	
	<b>2017</b>	<b>2016</b>
Cash used in operating activities	\$ (72,621)	\$ (14,087)
Cash provided by (used in) investing activities	49,341	(59,358)
Cash provided by financing activities	2,204	65,085

#### ***Cash Flows from Operating Activities***

Cash used in operating activities for the nine months ended September 30, 2017 was \$72.6 million. The net loss of \$48.5 million was offset by non-cash charges of \$1.3 million for depreciation and amortization and \$7.3 million for stock-based compensation. The change in net operating assets and liabilities of \$32.7 million was primarily due to a decrease in accounts payable of \$4.1 million and accrued liabilities of \$3.7 million due to the timing of vendor payments, a decrease in accrued clinical liabilities of \$13.0 million due to the decrease in our clinical development activities, and a decrease in deferred revenue of \$15.5 million due to the amortization of upfront payments from our collaboration arrangements with GSK, Bayer and Celgene.

Cash used in operating activities for the nine months ended September 30, 2016 was \$14.1 million. The net loss of \$80.8 million was offset by non-cash charges of \$1.3 million for depreciation and amortization and \$8.8 million for stock-based compensation. The change in net operating assets and liabilities of \$56.6 million was due primarily to receipt of the \$70.0 million safety milestone from Celgene based on an analysis of Phase Ib and blinded interim Phase II clinical trial safety data associated with the demcizumab (anti-DLL4, OMP-21M18) program which was offset by a \$15.9 million decrease in deferred revenue. There was also a \$7.5 million increase in accrued clinical liabilities and a \$3.9 million decrease in accrued liabilities and accounts payable driven by the timing of our vendor payments. The remaining net decrease of \$0.5 million was due to changes in prepaid and other current assets, other assets and deferred rent.

#### ***Cash Flows from Investing Activities***

Cash provided by investing activities of \$49.3 million for the nine months ended September 30, 2017 primarily reflects maturities of short-term investments of \$157.3 million, offset by purchases of short-term investments of \$107.5 million and acquisition of property and equipment of \$0.5 million.

Cash used in investing activities of \$59.4 million for the nine months ended September 30, 2016 was primarily due to maturities of short-term investments of \$148.8 million, offset by purchases of short-term investments of \$207.3 million and our acquisition of property and equipment of \$0.9 million.

***Cash Flows from Financing Activities***

Cash provided by financing activities of \$2.2 million for the nine months ended September 30, 2017 was due to the proceeds from the issuance of common stock upon the exercise of stock options and from purchases of common stock under our Employee Stock Purchase Plan.

Cash provided by financing activities of \$65.1 million for the nine months ended September 30, 2016 consisted of \$63.9 million related to the sale of shares of our common stock through our underwritten public offering that closed on August 23, 2016 and our at-the-market offering program and \$1.2 million in proceeds from the issuance of common stock upon the exercise of stock options and from purchases of common stock under our Employee Stock Purchase Plan.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are exposed to market risks in the ordinary course of our business. These risks primarily include risk related to interest rate sensitivities and foreign currency exchange rate sensitivity. There have been no material quantitative or qualitative changes in our market risk exposures compared to the disclosures in Item 7A of our Annual Report on Form 10-K for the year ended December 31, 2016, filed with the SEC on March 9, 2017.

#### ***Interest Rate Sensitivity***

We had cash, cash equivalents and short-term investments of \$113.6 million and \$184.6 million as of September 30, 2017 and December 31, 2016, respectively, which consisted of bank deposits and U.S. Treasury Bills. Such interest-earning instruments carry a degree of interest rate risk; however, historical fluctuations in interest income have not been significant. We had no outstanding debt as of September 30, 2017 and December 31, 2016.

We do not enter into investments for trading or speculative purposes and have not used any derivative financial instruments to manage our interest rate risk exposure. We have not been exposed nor do we anticipate being exposed to material risks due to changes in interest rates. A hypothetical 10% change in interest rates during any of the periods presented would not have had a material impact on our financial statements.

#### ***Foreign Currency Exchange Rate Sensitivity***

We face foreign exchange risk as a result of entering into transactions denominated in currencies other than U.S. dollars, particularly in Euro and British Sterling. Due to the uncertain timing of expected payments in foreign currencies, we do not utilize any forward foreign exchange contracts, nor did we in the nine months ended September 30, 2017. All foreign transactions settled on the applicable spot exchange basis at the time such payments were made.

An adverse movement in foreign exchange rates could have a material effect on payments we make to foreign suppliers. The impact of an adverse change in foreign exchange rates may be offset in the event we receive a milestone payment from a foreign partner. A hypothetical 10% change in foreign exchange rates during any of the preceding periods presented would not have a material impact on our financial statements.

### **ITEM 4. CONTROLS AND PROCEDURES**

#### **Evaluation of Disclosure Controls and Procedures**

Management, with the participation of our principal executive and financial officer, evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2017. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to its management, including its principal executive and financial officer, as appropriate to allow timely decisions regarding required disclosure.

Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of September 30, 2017, our principal executive and financial officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

#### **Changes in Internal Control Over Financial Reporting**

There has been no change in our internal control over financial reporting during the nine months ended September 30, 2017, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## PART II. OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

From time to time, we may become involved in legal proceedings and claims arising in the ordinary course of our business. We are not currently a party to any legal proceedings the outcome of which, if determined adversely to us, we believe would individually or in the aggregate have a material adverse effect on our business, operating results, financial condition or cash flows.

### ITEM 1A. RISK FACTORS

In addition to the other information set forth in this report, you should carefully consider the factors discussed in “Item 1A—Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016 and in our other public filings with the SEC. The risks described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016, in this Quarterly Report on Form 10-Q and in our other public filings with the SEC are not the only risks facing the Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

There have been no material changes to our risk factors from those set forth in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016, other than as described in the updated risk factors provided below.

*We anticipate that we will continue to incur significant losses for the foreseeable future, and if we are unable to achieve and sustain profitability, the market value of our common stock will likely decline.*

We are a clinical-stage biopharmaceutical company. Biopharmaceutical product development is a highly speculative undertaking and involves a substantial degree of risk. We do not currently have any therapeutic candidates in pivotal clinical trials or approved for sale, and we continue to incur significant research and development and general and administrative expenses related to our operations. We are not profitable and have incurred losses in each year since our founding in 2004. We have incurred net losses of \$103.1 million and \$85.4 million for the years ended December 31, 2016 and 2015, respectively, and \$48.5 million for the nine months ended September 30, 2017. We had an accumulated deficit of \$461.5 million as of September 30, 2017.

We expect to continue to incur significant losses for the foreseeable future. We expect these losses and our cash utilization to continue in the near term as we continue to conduct clinical trials for navicixizumab (anti-DLL4/VEGF bispecific, OMP-305B83), rosmantuzumab (anti-RSPO3, OMP-131R10), anti-TIGIT (OMP-313M32), and GITRL-Fc (OMP-336B11), and conduct research and development of our other therapeutic candidates.

We are collaborating with Celgene Corporation, or Celgene, to discover, develop and commercialize certain anti-cancer stem cell, or anti-CSC, or immuno-oncology biologic therapeutic candidates, including navicixizumab, rosmantuzumab and anti-TIGIT, and, if Celgene exercises its option to do so, to discover and develop small molecule therapeutics targeting an undisclosed pathway. Under this agreement, Celgene has certain options to obtain exclusive licenses for the development and commercialization of the therapeutic candidates being developed in the collaboration. If Celgene exercises its option to obtain a license to develop and commercialize biologic therapeutic candidates for a program under its agreement with us, then, on a program by program basis, unless we elect not to co-develop and co-commercialize the therapeutic candidates for the applicable program in the United States, or if such program is the one program targeting either the RSPO-LGR pathway or the undisclosed pathway to which we have no co-development and co-commercialization rights, which is expected to be our anti-TIGIT program, we will be responsible for a one-third share of the global development costs of therapeutic candidates for such program, with Celgene bearing the remaining two-thirds of such costs, and we will be entitled to participate in the commercialization activities for therapeutic candidates for such program in the United States, and to share 50% of all profits and losses arising from U.S. sales of such therapeutic candidates. If we elect not to co-develop and co-commercialize the therapeutic candidates for a program, or the program is the one program to which we do not have co-development and co-commercialization rights, which is expected to be our anti-TIGIT program, then Celgene will generally assume responsibility for funding obligations with respect to clinical development and commercialization of the therapeutic candidate for such program after option exercise, with the exception of certain costs for certain continuing clinical trials for which we were responsible prior to option exercise. Also, if Celgene exercises its option to obtain a license to discover, develop and commercialize small molecule therapeutic candidates, we will collaborate with Celgene on the discovery of and research on small molecule therapeutics, but Celgene will be solely responsible for development and commercialization of such therapeutics.

However, if Celgene does not exercise its options, or if our collaboration with Celgene terminates, we will be responsible for funding further development of the relevant biologic therapeutic candidates unless we enter into another collaboration for such biologic therapeutic candidates. In addition, we are responsible for all costs associated with the development of any unpartnered



therapeutic candidate. GITRL-Fc, vantiactumab (anti-Fzd, OMP-18R5), and ipafricept (Fzd8-Fc, OMP-54F28) are not currently partnered. Unless and until we enter into another collaboration with respect to these unpartnered therapeutic candidates, which we may never do, any ongoing or future development of these therapeutic candidates, including any activities associated with the completion of ongoing clinical trials, will generally be funded entirely by us.

We intend to initiate the Phase Ib portion of the Phase I clinical trial of our anti-TIGIT therapeutic candidate in the first half of 2018. Under our collaboration agreement, we are responsible for funding all research and development activities for our anti-TIGIT program, including the costs associated with conducting this Phase Ib portion of our Phase I clinical trial, prior to Celgene's exercise of its option for the program. Celgene has not yet exercised its option for our anti-TIGIT program, which it may exercise during certain time periods through the end of certain Phase I clinical trials. Furthermore, there is no guarantee that Celgene will exercise its option for our anti-TIGIT program, and if Celgene does not exercise its option, we will be responsible for funding the Phase Ib portion of our Phase I clinical trial and any further development of our anti-TIGIT program.

All of our therapeutic candidates are in development, and none has been approved for sale. To date, we have derived all of our revenues from upfront payments, milestone payments and other payments we received under our collaborations with GSK, Bayer and Celgene, and have also supported our research and development efforts by utilizing certain government grants for research and development. We do not anticipate that we will generate revenue from the sale of our therapeutic candidates for the foreseeable future. If any of our therapeutic candidates receive regulatory approval, we may incur significant costs to commercialize our therapeutic candidates. Even after obtaining such regulatory approval, our products may never gain sufficient market acceptance and adequate market share. If our therapeutic candidates fail to demonstrate safety and efficacy in clinical trials, do not gain regulatory approval, or do not achieve market acceptance following regulatory approval and commercialization, we may never become profitable. Even if we achieve profitability in the future, we may not be able to sustain profitability in subsequent periods. If we are unable to achieve and sustain profitability, the market value of our common stock will likely decline. Because of the numerous risks and uncertainties associated with developing biopharmaceutical products, we are unable to predict the extent of any future losses or whether we will become profitable.

***We depend on the successful development of our programs and therapeutic candidates. The development of new drugs and biologics is a highly risky undertaking, which involves a lengthy process, and the results of preclinical and early clinical trials are not necessarily predictive of future results. Our product discovery and development activities, or those of our collaborators, therefore may not be successful on the time schedule we have planned, or at all.***

Our programs and therapeutic candidates are in the early stages of drug discovery or clinical trials and are subject to the risks of failure inherent in drug development. As of the date of this Quarterly Report on Form 10-Q, four of our therapeutic candidates currently in clinical development, navicixizumab (anti-DLL4/VEGF bispecific, OMP-305B83), rosmantuzumab (anti-RSPO3, OMP-131R10), anti-TIGIT (OMP-313M32), and GITRL-Fc (OMP-336B11) have been tested in cancer patients. We and/or our collaborators will need to conduct significant additional preclinical studies and/or clinical trials before we can demonstrate that any of our therapeutic candidates is safe and effective to the satisfaction of the FDA and other regulatory authorities. Preclinical studies and clinical trials are expensive and uncertain processes that may take years to complete.

Success in preclinical studies and early clinical trials does not ensure that later clinical trials will generate adequate data to demonstrate the efficacy and safety of a therapeutic candidate. A number of companies in the biotechnology industry, including those with greater resources and experience than us, have suffered significant setbacks in Phase II and Phase III clinical trials, despite promising results in earlier clinical trials. We do not know whether any Phase II, Phase III or other clinical trials we may conduct, or our collaborators may conduct, will demonstrate adequate efficacy and safety to result in regulatory approval to market any of our therapeutic candidates. If later stage clinical trials do not produce favorable results, our ability, or the ability of our collaborators, to achieve regulatory approval for any of our therapeutic candidates may be adversely impacted.

In addition, even if initial or interim data from a clinical trial appear encouraging, subsequent analyses of the mature data from the same trial at a later time point may or may not be favorable. For example, even if interim median overall survival data from a clinical trial appear positive or encouraging, the final median overall survival data obtained from the trial at a later date may be less favorable.

Delays in the commencement or completion of clinical testing could significantly affect our product development costs or the product development costs of our collaborators. We do not know whether planned clinical trials will begin on time or be completed on schedule, if at all. The commencement and completion of clinical trials can be delayed for a number of reasons, including delays related to:

- obtaining regulatory authorization to commence a clinical trial or complying with conditions imposed by a regulatory authority regarding the scope or design of a clinical trial;
- reaching agreement on acceptable terms with prospective clinical research organizations, or CROs, and trial sites, the terms of which can be subject to extensive negotiation and may vary significantly among different CROs and trial sites;
- manufacturing, including manufacturing sufficient quantities of a therapeutic candidate or other materials for use in clinical trials;
- obtaining IRB approval or the approval of other reviewing entities to conduct a clinical trial at a prospective site;
- recruiting and enrolling patients to participate in clinical trials for a variety of reasons, including size of patient population, complexity of clinical trial protocol, the availability of approved effective treatments for the relevant disease, changed standards of care during the conduct of the trial, and competition from other clinical trial programs for similar indications;
- severe or unexpected drug-related adverse effects experienced by patients in a clinical trial; and
- retaining patients who have initiated a clinical trial, but may withdraw due to treatment protocol, adverse effects from the therapy, lack of efficacy from the treatment, personal issues or who are lost to further follow-up.

Clinical trials may also be delayed, suspended or terminated as a result of ambiguous or negative interim results, or results that are inconsistent with earlier results.

In addition, a clinical trial may be suspended or terminated by us, the FDA, the IRB or other reviewing entity overseeing the clinical trial at issue, any of our clinical trial sites with respect to that site, or other regulatory authorities due to a number of factors, including:

- failure to conduct the clinical trial in accordance with regulatory requirements or our clinical protocols;
- inspection of the clinical trial operations or trial sites by the FDA or other regulatory authorities resulting in the imposition of a clinical hold;
- unforeseen safety issues or any determination that a clinical trial presents unacceptable health risks; and
- lack of adequate funding to continue the clinical trial, including the incurrence of unforeseen costs due to enrollment delays, requirements to conduct additional clinical trials and increased expenses associated with the services of our CROs and other third parties.

Product development costs to us and our collaborators will increase if we or our collaborators have delays in testing or approval of our therapeutic candidates or if we or they need to perform more or larger clinical trials than planned. Additionally, changes in regulatory requirements and policies may occur in any jurisdiction and we or our collaborators may need to amend clinical trial protocols to address these changes. Amendments may require us to resubmit our clinical trial protocols to IRBs for reexamination, which may impact the costs, timing or successful completion of a clinical trial. If we or our collaborators experience delays in completion of, or if we, the FDA or other regulatory authorities, the IRB or other reviewing entities, or any of our clinical trial sites suspend or terminate any of our clinical trials, the commercial prospects for our therapeutic candidates may be harmed and our ability to generate product revenues will be delayed. In addition, many of the factors that cause, or lead to, termination or suspension of, or a delay in the commencement or completion of, clinical trials may also ultimately lead to the denial of regulatory approval of a therapeutic candidate. Also, if one or more clinical trials are delayed, our competitors may be able to bring products to market before we do, and the commercial viability of our therapeutic candidates could be significantly reduced.

If a clinical trial of a therapeutic candidate that is part of one of our collaborations is delayed, suspended, or terminated for any reason, any potential future opt-in, milestone, and contingent consideration payments to OncoMed under that collaboration may be delayed or may not occur at all. Also, a delay, suspension, or termination of a clinical trial for a therapeutic candidate prior to option exercise, or the factors that led to such delay, suspension or termination, may negatively impact the decision by our collaborator as to whether or not to exercise its option to license the therapeutic candidate.

For example, we incurred significant expenses, delays, and setbacks related to the clinical development of demcizumab (anti-DLL4, OMP-21M18), one of our earliest therapeutic candidates. Demcizumab advanced into Phase II clinical trials in early 2015 despite having entered Phase Ia in 2008. The delay of entry into Phase II trials was attributable to the occurrence of cardiopulmonary events in the Phase I trials, including hypertension, which required the administration of one or more anti-hypertensive medications. Further, in certain patients in the Phase Ia and Phase Ib trials for demcizumab, pulmonary hypertension and/or heart failure were seen, particularly in patients who were treated with demcizumab for prolonged periods of time (more than 100 days). These events were considered treatment-related, resulted in demcizumab being placed on partial clinical hold, meaning that patients on study could continue to receive treatment, but new patients could not be started on study, in our Phase Ia trial in the United States. We believe that the cardiopulmonary toxicity of demcizumab is reversible upon cessation of dosing, and we implemented a risk mitigation plan involving intermittent and truncated dosing of demcizumab, cardiac monitoring, and early intervention with cardioprotective medication, if indicated, in our Phase Ib trials to enhance the therapeutic index of demcizumab by maximizing efficacy and managing tolerability. Following our submission of a data package to the FDA including data from the Phase Ib trials, the FDA notified us that demcizumab was no longer on partial clinical hold in the United States and enrollment was completed in the Phase Ib trials in pancreatic cancer and non-small cell lung cancer. In early 2015, we initiated and began enrolling patients in the Phase II “DENALI” trial of demcizumab in combination with carboplatin and pemetrexed in non-small cell lung cancer and the Phase II “YOSEMITE” trial of demcizumab in combination with gemcitabine plus Abraxane® in pancreatic cancer. On April 10, 2017 we announced that our Phase II YOSEMITE clinical trial did not meet the primary endpoint of progression-free survival and that the interim median overall survival analysis did not show a benefit for demcizumab in combination with Abraxane plus gemcitabine compared to the Abraxane, gemcitabine plus placebo arm in patients with first-line metastatic pancreatic cancer. On May 8, 2017, we announced that the Phase II DENALI trial failed to meet its efficacy endpoints when compared to placebo, and that we are discontinuing the dosing of all patients on our demcizumab trials, including our Phase Ib trial combining demcizumab and pembrolizumab. We have since decided to discontinue our demcizumab program entirely. Celgene, which has an option for demcizumab under its collaboration agreement with us, subsequently notified us that it does not intend to exercise its option for demcizumab.

As a further example, our tarextumab program has also been unsuccessful in the clinic. In January 2016, feedback received from a pre-planned interim analysis by the data safety monitoring board, or DSMB, of the ALPINE Phase II clinical trial of tarextumab in combination with chemotherapy in pancreatic cancer indicated there was a statistically significant worsening of response rate and progression-free survival in the treatment arm in the overall intent-to-treat population, as well as a negative trend in Notch biomarker subgroups. The feedback from the DSMB also indicated that there was a strong trend to lack of benefit in the treatment arm for overall survival, or OS, regardless of Notch biomarker levels, suggesting a low probability of achieving a statistically significant OS benefit based on analyses reviewed by the DSMB. Following receipt of that feedback, we promptly discontinued patient dosing in the ALPINE trial and proceeded to unblind the study. Subsequently, based on our own initial analysis of unblinded interim Phase II data, we confirmed key findings by the DSMB regarding futility of the ALPINE trial. On April 17, 2017 we announced that our Phase II PINNACLE clinical trial of tarextumab (anti-Notch2/3, OMP-59R5) in combination with etoposide plus either cisplatin or carboplatin chemotherapy in previously untreated patients with extensive-stage small cell lung cancer did not meet its primary endpoint of progression-free survival or secondary endpoints of overall survival and biomarkers reflective of Notch pathway gene activation. We subsequently decided to discontinue our tarextumab program entirely. Tarextumab was the sole program under our collaboration with GSK. On July 7, 2017, we received a letter from GSK indicating that GSK was terminating its collaboration agreement with us.

We cannot assure you that any of our clinical trials will succeed or that any of our therapeutic candidates will reach the point where they are able to be successfully commercialized.

***If we or our collaborators are required to suspend or discontinue clinical trials due to side effects or other safety risks, or if we or they are required to conduct studies on the long-term effects associated with the use of our therapeutic candidates, our ability to commercialize our therapeutic candidates could be adversely affected or delayed.***

Our clinical trials, and any clinical trials with our therapeutic candidates that may be run by our collaborators, may be suspended, delayed, or terminated at any time for a number of safety-related reasons. For example, we may voluntarily suspend, delay, or terminate our clinical trials if at any time we believe that our therapeutic candidates present an unacceptable safety risk to the clinical trial patients, and our collaborators may voluntarily suspend, delay, or terminate clinical trials they may run with our therapeutic candidates, if at any time they believe that our therapeutic candidates present an unacceptable safety risk to the clinical trial patients. In addition, IRBs or regulatory agencies may order the temporary discontinuation or termination of our clinical trials at any time if they believe that the clinical trials are not being conducted in accordance with applicable regulatory requirements, including if they present an unacceptable safety risk to patients. Administering any therapeutic candidate to humans may produce undesirable side effects. The existence of undesirable side effects resulting from our therapeutic candidates could cause us, or our collaborators, or regulatory authorities, such as the FDA, to interrupt, delay or halt clinical trials of our therapeutic candidates and could result in the FDA or other regulatory agencies denying further development or approval of our therapeutic candidates for any or all targeted indications. This, in turn, could affect whether Celgene exercises its development options under our collaboration and

could prevent us from commercializing our therapeutic candidates. Further, our programs modulate novel classes of targets and/or modulate targets in novel ways. As a result, we may experience unforeseen adverse side effects with our therapeutic candidates currently in clinical development and any future therapeutic candidates, including navicixizumab (anti-DLL4/VEGF bispecific, OMP-305B83), rosmantuzumab (anti-RSPO3, OMP-131R10), anti-TIGIT (OMP-313M32), and GITRL-Fc (336B11).

The pharmacokinetic, pharmacodynamic, and safety profile of preclinical studies may not be indicative of results in any clinical trial. As of the date of this Quarterly Report on Form 10-Q, we have observed adverse events in clinical trials for all four of our therapeutic candidates currently in clinical development. We currently believe these adverse events are manageable. Nevertheless, such adverse events may cause challenges in development, approval and/or commercialization.

For example, following the occurrence of certain bone-related adverse events, we voluntarily halted enrollment and dosing in our past Phase Ib clinical trials of our vantiactumab and ipafricept programs until revised protocols and risk mitigation plans could be submitted to and concurred with by the FDA and the study sites' IRBs. In view of our voluntary halting of these programs, the FDA subsequently placed these programs on partial clinical hold. After review of our revised protocols and risk mitigation plans, the FDA removed its partial clinical holds on our vantiactumab and ipafricept programs. Despite these measures, we were recently notified that a patient with HER2-negative breast cancer in our Phase Ib clinical trial of vantiactumab in combination with standard-of-care chemotherapy suffered a grade 3 hip fracture that was considered potentially treatment-related. Failure can occur at any stage of the drug development process, and we cannot assure you that any of our therapeutic candidates will reach the point where they are able to be successfully commercialized.

The toxicity profile of demcizumab has been shown to include cardiopulmonary events, including hypertension that was generally manageable. In certain patients treated with demcizumab, reversible pulmonary hypertension and/or heart failure have been observed, resulting in the implementation of a risk mitigation strategy including limiting the intermittent and truncated dosing of demcizumab, cardiac monitoring, and early intervention with cardioprotective medication, if indicated. The most common treatment-related adverse events experienced by patients treated in our Phase Ib trials for demcizumab include fatigue, vomiting, hypertension and nausea. The most common treatment-related adverse events experienced by patients treated with brontictuzumab (anti-Notch1, OMP-52M51) in the Phase Ia clinical trial include diarrhea, nausea, fatigue and vomiting. In April 2017, we decided to discontinue our brontictuzumab program because the combination of brontictuzumab plus chemotherapy was found to not be tolerable in our Phase Ib clinical trial of brontictuzumab in combination with trifluridine/tipiracil (Lonsurf®) in colorectal cancer patients. The toxicity profile of vantiactumab has been shown to include certain bone effects, including mild to moderate grade bone adverse events, resulting in the implementation of a bone risk mitigation plan involving monitoring, prophylactic supplements and administration of zoledronic acid, if indicated, in our vantiactumab trials. The most common treatment-related adverse events experienced by patients treated with vantiactumab include fatigue, nausea, diarrhea, constipation, and dysgeusia (altered taste sensation). The most common treatment-related adverse events experienced by patients treated with ipafricept include decreased appetite, fatigue, nausea, vomiting and dysgeusia. The toxicity profile of ipafricept has also been shown to include certain bone effects, including mild to moderate grade bone adverse events, and a bone risk mitigation plan that involves monitoring, prophylactic supplements and administration of zoledronic acid, if indicated, was implemented in our ipafricept trials. In addition, treatment-related adverse events have also been experienced by patients treated with navicixizumab, including hypertension, infusion reactions, headache, fatigue, and pulmonary hypertension, and by patients treated with rosmantuzumab, including fatigue and nausea. The presence of anti-drug antibodies was observed in a subset of patients receiving navicixizumab in the Phase Ia clinical trial. In at least some instances, the anti-drug antibodies were associated with infusion reactions to the drug resulting in suspension or termination of navicixizumab administration. Additionally, anti-drug antibodies negatively impacted the pharmacokinetics of navicixizumab in some patients.

Further treatment of patients in the ongoing trials or subsequent trials of any of our therapeutic candidates could reveal significant harmful side effects. We have not conducted complete studies on the long-term effects associated with the use of all of our therapeutic candidates. Studies of these long-term effects may be required for regulatory approval and such requirement would delay the introduction of our therapeutic candidates, including those under our collaborations with Celgene, into the market. These studies could also be required at any time after regulatory approval of any of our therapeutic candidates. Absence of long-term data may also limit the approved uses of our products, if any, to short-term use. Some or all of our therapeutic candidates may prove to be unsafe for human use, which would materially harm our business.

***The successful development and commercialization of our independent programs and any therapeutic candidate over which Celgene declines to exercise an option, for which we do not obtain anticipated research or development milestone payments prior to a decision by Celgene to exercise such option, or which we choose to co-develop and co-commercialize with Celgene after option exercise, will depend in large part on our ability either to raise capital to advance development of those programs or to secure collaborations with strategic partners that have the capital and expertise to bring products to market. We may be unable to secure such funds and/or secure such future collaborations.***

If Celgene declines to exercise its options with respect to one or more therapeutic candidates covered by its collaboration agreement, terminates one or more programs under its collaboration agreement with us or terminates the entire agreement, we will need to secure funding to advance development of those programs on our own and/or secure relationships with collaborators that have the necessary capital and expertise. For example, on April 7, 2017 Bayer notified us of its decision not to exercise its option to license vantictumab and ipafricept and of its termination of all Wnt pathway biologic programs under the collaboration. As a result, effective June 16, 2017, we retained worldwide rights to develop and commercialize vantictumab and ipafricept and are responsible for funding any further development of vantictumab and ipafricept unless and until we enter into another collaboration for these therapeutic candidates, which we may never do. In addition, if we are unable to achieve or are delayed in achieving anticipated research or development milestones, and unable to obtain or are delayed in obtaining the applicable milestone payments, for any biologic therapeutic candidate under our collaboration agreement with Celgene, we are likely to need additional funding to advance such therapeutic candidate prior to our achievement of such research or development milestones or Celgene's decisions regarding option exercise with respect to such therapeutic candidate if development of that program is not discontinued.

We intend to initiate the Phase Ib portion of the Phase I clinical trial of our anti-TIGIT therapeutic candidate in the first half of 2018. Under our collaboration agreement, we are responsible for funding all research and development activities for our anti-TIGIT program, including the costs associated with conducting this Phase Ib portion of our Phase I clinical trial, prior to Celgene's exercise of its option for the program. Celgene has not yet exercised its option for our anti-TIGIT program, which it may exercise during certain time periods through the end of certain Phase I clinical trials. Furthermore, there is no guarantee that Celgene will exercise its option for our anti-TIGIT program, and if Celgene does not exercise its option, we will be responsible for funding the Phase Ib portion of our Phase I clinical trial and any further development of our anti-TIGIT program.

Under our collaboration agreement with Celgene, we are not eligible to receive any further research or development milestone payments for any of our therapeutic candidates currently in clinical trials prior to Celgene's decisions regarding option exercise with respect to such therapeutic candidates. In addition, if Celgene exercises its option to any of the programs to which we have co-development and co-commercialization rights, and we retain our option to co-develop and co-commercialize that program, then, despite having certain mechanisms in place in our collaboration agreement with Celgene to control expenses, we may need to secure additional funding to support our obligations to pay one-third of global development costs for such program. If we are unable to secure such additional funding or are otherwise unable or unwilling to support our obligations for a program to which we have co-development and co-commercialization rights, we may need to opt out of our co-development and co-commercialization rights for the program and instead enter into an exclusive license agreement with Celgene regarding the program.

We may also choose to advance our therapeutic candidates and programs that are not part of the Celgene collaboration independently without partnering such therapeutic candidates and programs, which will require substantial funds. We are currently independently advancing GITRL-Fc (OMP-336B11) through clinical development, which is currently being funded entirely by us, and both vantictumab (anti-Fzd, OMP-18R5) and ipafricept (Fzd8-Fc, OMP-54F28) are currently unpartnered. If any of our independent therapeutic candidates receive regulatory approval and are commercialized, substantial expenditures will also be required. As of September 30, 2017, we had \$113.6 million in cash, cash equivalents and short-term investments. We believe that our available cash, cash equivalents and short-term investments will be sufficient to fund our anticipated level of operations through the third quarter of 2019, even without taking into account potential future milestone payments to us. Our future financing requirements will depend on many factors, some of which are beyond our control, including:

- the rate of progress and cost of our clinical trials, preclinical studies and other discovery and research and development activities;
- the timing of, and costs involved in, seeking and obtaining FDA and other regulatory approvals;
- the continuation and success of our strategic alliances with Bayer and Celgene and future collaboration partners, including the exercise or non-exercise of further development options or the advancement or non-advancement of the small molecule programs into further development and potential commercialization by Bayer and/or Celgene under their respective agreements;
- the costs of preparing, filing, prosecuting, maintaining, defending and enforcing any patent claims and other intellectual property rights, including litigation costs and the results of such litigation;
- our ability to enter into additional collaboration, licensing, government or other arrangements and the terms and timing of such arrangements;
- the potential need to acquire, by acquisition or in-licensing, other products or technologies; and

- the emergence of competing technologies, changes in standard-of-care treatment, or other adverse market developments.

Future capital requirements will also depend on the extent to which we acquire or invest in additional complementary businesses, products and technologies. We currently have no understandings, commitments or agreements relating to any of these types of transactions.

Until we can generate a sufficient amount of product revenue to finance our cash requirements, which we may never do, we expect to finance future cash needs primarily through public or private equity offerings, debt financings, a credit facility, government grants and contracts and/or strategic collaborations. Additional financing may not be available to us when we need it or it may not be available to us on favorable terms, if at all. Additionally, to the extent that we seek a new strategic partner to develop any of our programs, we may not be able to secure a collaboration on favorable terms, if at all. A collaboration may not provide sufficient funding or value to bring a product to market, and further funding and/or collaborations may be required. The terms of any such collaboration may also significantly limit our share of potential future profits from the associated program, may require us to relinquish potentially valuable rights to our current therapeutic candidates, potential products or proprietary technologies, or may grant licenses on terms that are not favorable to us. If we are unable to obtain adequate financing or form favorable collaborations, when needed, we may have to delay, reduce the scope of, or eliminate one or more of our clinical trials or research and development programs or our commercialization efforts.

***If Celgene does not exercise its options or if it terminates any development program under its collaboration with us or terminates its entire collaboration agreement with us, or if Bayer terminates the small molecule program under its collaboration agreement with us, whether as a result of our inability to meet milestones or otherwise, any potential revenue from those collaborations will be significantly reduced or non-existent, and our results of operations and financial condition will be materially and adversely affected.***

Since our founding, we have invested a significant portion of our time and financial resources in the development of multiple biologic therapeutic candidates that are now or were previously included in our GSK, Bayer, and Celgene collaborations. Our GSK collaboration previously consisted of our brontictuzumab (anti-Notch1, OMP-52M51) and tarextumab (anti-Notch2/3, OMP-59R5) programs. Our Celgene collaboration includes our demcizumab (anti-DLL4, OMP-21M18), navicixizumab (anti-DLL4/VEGF bispecific, OMP-305B83), rosmantuzumab (anti-RSPO3, OMP-131R10) and anti-TIGIT (OMP-313M32) programs, plus additional biologic and small molecule programs. Our Bayer collaboration currently consists of a small molecule program and previously also included our vantiactumab (anti-Fzd, OMP-18R5) and ipaficept (Fzd8-Fc, OMP-54F28) programs. It may not be possible to advance our current programs further in development if Celgene chooses not to exercise its options with respect to these programs or if Bayer and Celgene choose not to advance the small molecule programs into further development and potential commercialization. Also, our ability to advance new programs under the Celgene collaboration is highly dependent on us achieving certain development milestones in those programs and triggering related milestone fee payments to us.

Under our collaboration with GSK, during certain time periods through completion of proof-of-concept trials, GSK had the option to obtain an exclusive license to further develop and commercialize brontictuzumab and tarextumab on a worldwide basis. In October 2016, GSK notified us of its decision to terminate its option to further develop and commercialize brontictuzumab, effective January 29, 2017. As a result, we retained worldwide rights to brontictuzumab. On July 7, 2017, we received a letter, dated June 30, 2017, from GSK indicating that GSK was terminating our collaboration agreement in its entirety, effective as of October 28, 2017. As a result, effective October 28, 2017, we retained worldwide rights to tarextumab and we will no longer be eligible to receive any payments under our terminated collaboration agreement with GSK. We have decided to discontinue both our tarextumab and brontictuzumab programs.

Under our collaboration with Bayer, Bayer had the option to obtain an exclusive license to Wnt pathway biologic therapeutic candidates within defined classes at any point through the earlier of completion of certain Phase I trials or a set date in June 2017. On April 7, 2017, Bayer notified us of its decision not to exercise its option to license vantiactumab and ipaficept and of its termination of all Wnt pathway biologic programs under the collaboration, including vantiactumab and ipaficept. As a result, as of June 16, 2017, we retained worldwide rights to develop and commercialize vantiactumab and ipaficept, and we are no longer eligible to receive \$1.06 billion, in the aggregate, of potential milestone and contingent consideration associated with biologic therapeutic candidates under the collaboration, including opt-in payments and development, regulatory, and commercialization payments.

Under our agreement with Bayer, if Bayer elects to advance the small molecule program into further development and commercialization, we would be entitled to receive a \$10.0 million advancement fee for the small molecule program and, for each small molecule therapeutic candidate, up to \$102.0 million in the aggregate for development, regulatory, and commercial milestones, plus single-digit percentage royalties on net product sales. However, Bayer is under no obligation to advance the small molecule

program into further development and commercialization, and there is no guarantee that Bayer will elect to do so or that we will receive the advancement fee or any other payments related to the small molecule program on our anticipated timelines or at all. Moreover, there is no guarantee that any such small molecule therapeutic candidate will achieve the relevant further development, regulatory, or commercial milestones.

Bayer may terminate, for any or no reason, the collaboration agreement in its entirety or with respect to a specified therapeutic candidate, in each case upon prior written notice to us. The agreement may also be terminated in its entirety by either party for material breach by the other party that is not cured within a specified cure period. Either party may terminate the agreement for insolvency by the other party, and we may terminate the agreement if Bayer challenges the licensed patents. Depending on the timing of any such termination we may not be entitled to receive the small molecule advancement fee or potential milestone payments, as these payments terminate with termination of the agreement.

Under our agreement with Celgene, Celgene has options to obtain an exclusive license to develop further and commercialize biologic therapeutics in specified programs, which may be exercised during specified time periods through completion of certain clinical trials, provided that such completion occurs within a specified time period. Celgene's options may be exercised on a program-by-program basis for up to six biologic programs, including the demcizumab program, the navicixizumab program, the rosmantuzumab program, the anti-TIGIT program, and up to two additional programs targeting the RSPO-LGR signaling pathway and/or targets in the undisclosed pathway. Celgene also has a seventh option, which, if exercised at any time until the fourth anniversary of the date of the Agreement, would permit Celgene to discover, develop and commercialize small molecule therapeutics directed to targets in an undisclosed pathway under the collaboration. Celgene may decide not to exercise any or all of its options. In addition to the upfront payment of \$177.2 million, including a \$22.2 million equity investment, we are eligible to receive opt-in payments upon Celgene's exercise of the option for each biologic therapeutic program (for up to six biologic therapeutic programs). The collaboration also includes milestone payments for achievement of specified development, regulatory and commercial milestones, paid on a per-product and per-program basis. The opt-in payments and payments for achievement of development, regulatory and commercial milestones may total up to (1) \$791.0 million for products in the demcizumab program (including payments received as of September 30, 2017), including a \$70.0 million opt-in payment, (2) \$505.0 million for products in the navicixizumab program, including a \$25.0 million opt-in payment, (3) approximately \$442.8 million for products in the rosmantuzumab program (including payments received as of September 30, 2017), including an approximately \$37.8 million opt-in payment, (4) \$440.0 million for products in the anti-TIGIT program (including payments received as of September 30, 2017), including a \$35.0 million opt-in payment, and (5) \$440.0 million for each of up to two additional biologic programs achieving regulatory approval that are directed to targets in either the RSPO-LGR signaling pathway or the undisclosed pathway for which Celgene exercises its option. We have received \$75.0 million in milestone payments related to programs in the Celgene collaboration to date. However, there is no guarantee that any of the programs that are part of our collaboration with Celgene will continue to advance in development or that we will receive the opt-in payments or other payments related to these programs, including the demcizumab program, on our anticipated timelines or at all.

We intend to initiate the Phase Ib portion of the Phase I clinical trial of our anti-TIGIT therapeutic candidate in the first half of 2018. Under our collaboration agreement, we are responsible for funding all research and development activities for our anti-TIGIT program, including the costs associated with conducting this Phase Ib portion of our Phase I clinical trial, prior to Celgene's exercise of its option for the program. Celgene has not yet exercised its option for our anti-TIGIT program, which it may exercise during certain time periods through the end of certain Phase I clinical trials. Furthermore, there is no guarantee that Celgene will exercise its option for our anti-TIGIT program, and if Celgene does not exercise its option, we will be responsible for funding the Phase Ib portion of our Phase I clinical trial and any further development of our anti-TIGIT program.

On April 10, 2017, we announced that our Phase II "YOSEMITE" clinical trial of demcizumab in combination with Abraxane® (paclitaxel protein-bound particles for injectable suspension) (albumin bound) plus gemcitabine in previously untreated patients with metastatic pancreatic cancer did not meet its primary endpoint of progression-free survival and that the interim median overall survival analysis did not show a benefit for demcizumab in combination with Abraxane plus gemcitabine compared to the Abraxane, gemcitabine plus placebo arm. On May 8, 2017, we announced that our Phase II "DENALI" clinical trial of demcizumab in combination with carboplatin and pemetrexed in front-line non-squamous non-small cell lung cancer failed to meet its efficacy endpoints when compared to placebo. We have discontinued the dosing of all patients on our demcizumab clinical trials, including our Phase Ib clinical trial combining demcizumab and pembrolizumab, and have decided to discontinue the demcizumab program entirely. Celgene is under no obligation to exercise its option with respect to any of the biologic candidates, including demcizumab. For example, on June 29, 2017, Celgene notified us that it does not intend to exercise its option for demcizumab. If Celgene does not exercise its option on a program, we will not receive any opt-in payment for that program. Further, there is no guarantee that any programs under our collaboration with Celgene will successfully advance to achieve the relevant further development, regulatory and commercial milestones and that we will receive the associated milestone payments on our anticipated timelines or at all.

For programs in which we are co-developing and co-commercializing biologic therapeutic products in the United States, we are also entitled to share 50% of all product profits and losses in the United States. For such programs outside the United States, we are eligible to receive tiered royalties equal to a percentage of net product sales outside of the United States for each biologic program as follows: tiered royalties in the double-digits for demcizumab, royalties in the mid-single digits to the mid-teens for navicixizumab, royalties in the mid-single digits to the mid-teens for rosmantuzumab, and royalties in the mid-single digits to the mid-teens for up to two other biologics programs. If we elect not to co-develop or co-commercialize biologic therapeutic products or do not have the right to do so for a given program, which is expected to include the anti-TIGIT program, Celgene is required to pay us tiered royalties equal to a percentage of net product sales worldwide (tiered royalties in the double-digits for demcizumab and royalties in the high-single digits to the high-teens for other biologics programs), with such royalties being increased where we had the right to co-develop and co-commercialize such biologic therapeutic products under such program but elected not to do so. We are responsible for funding all research and development activities for biologic therapeutics under the collaboration prior to Celgene's exercise of the option for such program. We are also entitled to receive payments from Celgene upon exercise of its option for the small molecule program, as well as certain development and regulatory milestone payments through regulatory approval totaling over \$100.0 million. We will receive royalties equal to a percentage of worldwide net sales of small molecule products in the low- to mid-single digits.

The agreement with Celgene will terminate upon the expiration of all of Celgene's payment obligations under all license or co-development and co-commercialization agreements entered into with respect to programs following Celgene's exercise of an option for a given program, or if Celgene fails to exercise its options within the relevant option periods. The agreement may be terminated by either party for the insolvency of, or an uncured material breach of the agreement by, the other party. In addition, Celgene may terminate the agreement in its entirety or with respect to one or more programs subject to the collaboration, for any reason, with prior written notice to us. We may also terminate the agreement with respect to one or more programs in the event that Celgene challenges the licensed patents with respect to such program. Depending on the timing of any such termination we may not be entitled to receive the opt-in payments, or potential milestone payments, as these payments terminate with termination of the agreement.

If Celgene does not exercise its options with respect to demcizumab, rosmantuzumab, navicixizumab, anti-TIGIT, or other development candidates under its agreement with us, or terminates its rights and obligations with respect to a program or the entire agreement, then depending on the timing of such event:

- under certain circumstances, we may owe Celgene single-digit percentage royalties on therapeutic candidates covered by our agreement with Celgene that we elect to continue to commercialize and are successfully commercialized, subject to a cap;
- the development of our therapeutic candidates subject to the Celgene agreement may be terminated or significantly delayed;
- our cash expenditures could increase significantly if it is necessary for us to hire additional employees and allocate scarce resources to the development and commercialization of therapeutic candidates that were previously funded by Celgene;
- we would bear all of the risks and costs related to the further development and commercialization of therapeutic candidates that were previously the subject of the Celgene agreement, including the reimbursement of third parties; and
- in order to fund further development and commercialization of new therapeutic candidates or programs, we may need to seek out and establish alternative collaboration arrangements with third-party partners; this may not be possible, or we may not be able to do so on terms which are acceptable to us, in which case, since assumption of sole responsibility for further development and commercialization would greatly increase our expenditures, it may be necessary for us to limit the size or scope of one or more of our programs, seek additional funding by other means, and/or choose to stop work altogether on one or more of the affected therapeutic candidates.

Any of these events could have a material adverse effect on our results of operations and financial condition. For example, as noted above, since GSK has notified us of its termination of our collaboration, effective October 28, 2017, we will no longer be eligible to receive any payments under our collaboration with GSK. Similarly, due to Bayer's termination of all Wnt pathway biologic programs under its agreement with us, including vantictumab and ipafricept, we are no longer eligible to receive \$1.06 billion, in the aggregate, of potential milestone and contingent consideration associated with biologic therapeutic candidates under the collaboration, including opt-in payments and development, regulatory, and commercialization payments.

***We may form additional strategic alliances in the future with respect to our independent programs, including programs for which Celgene does not exercise its options, and we may not realize the benefits of such alliances.***



We may form strategic alliances, create joint ventures or collaborations or enter into licensing arrangements with third parties with respect to our independent programs that we believe will complement or augment our existing business. For example, we may attempt to find a partner for licensing, development and/or commercialization of our unpartnered research, preclinical and clinical assets, or of clinical assets returned to us by GSK, Bayer, or Celgene as a result of their decision to terminate our respective collaboration agreement with respect to such assets or, in the case of Celgene, to not exercise its options for such assets. GITRL-Fc (OMP-336B11), vantictumab (anti-Fzd, OMP-18R5), and ipafricept (Fzd8-Fc, OMP-54F28) are currently unpartnered. We routinely engage in partnering discussions with a range of pharmaceutical and biotechnology companies and could enter into new collaborations at any time. We face significant competition in seeking appropriate strategic partners, and the negotiation process to secure appropriate terms is time-consuming and complex. Any delays in identifying suitable development partners and entering into agreements to develop our therapeutic candidates could also delay the commercialization of our therapeutic candidates, which may reduce their competitiveness even if they reach the market. Moreover, we may not be successful in our efforts to establish such a strategic partnership for any of our unpartnered therapeutic candidates and programs on terms that are acceptable to us, or at all. This may be because our therapeutic candidates and programs may be deemed to be at too early of a stage of development for collaborative effort, our research and development pipeline may be viewed as insufficient, and/or third parties may not view our therapeutic candidates and programs as having sufficient potential for commercialization, including the likelihood of an adequate safety and efficacy profile. Even if we are successful in entering into a strategic alliance or license arrangement, there is no guarantee that the collaboration will be successful, or that any future partner will commit sufficient resources to the development, regulatory approval, and commercialization effort for such products, or that such alliances will result in us achieving revenues that justify such transactions.

***We may experience difficulties in managing our current activities and future growth given our level of managerial, operational, financial and other resources.***

On April 24, 2017, our Board of Directors approved a restructuring plan, pursuant to which we plan to reduce our workforce by 60 employees (or 48%) by December 31, 2017. We will need to manage our operations and clinical trials, continue our development activities and commercialize our therapeutic candidates with this reduced workforce. Our management and personnel, systems and facilities currently in place may not be adequate to support our current activities or future growth. Our need to effectively execute our business strategy requires that we:

- manage our clinical trials effectively, including two Phase Ib trials for navicixizumab (anti-DLL4/VEGF bispecific, OMP-305B83), a Phase Ia/b trial for rosmantuzumab (anti-RSPO3, OMP-131R10), a Phase Ia trial for anti-TIGIT (OMP-313M32), and a Phase Ia trial for GITRL-Fc (OMP-336B11), all of which are being conducted at multiple trial sites, as well as additional clinical trials we may initiate in the future;
- manage our internal research and development efforts effectively while carrying out our contractual obligations to licensors, contractors, collaborators, government agencies and other third parties;
- continue to improve our operational, financial and management controls, reporting systems and procedures; and
- maintain and motivate our remaining employees and potentially identify, recruit, and integrate additional employees.

If we are unable to maintain or expand our managerial, operational, financial and other resources to the extent required to manage our development and commercialization activities, our business will be materially adversely affected.

***We are highly dependent on the services of our Chairman and Chief Executive Officer, Paul J. Hastings, our Executive Vice President, Research and Development, John Lewicki, Ph.D., and other key executives, and if we are not able to retain these members of our management or retain or recruit additional management, clinical and scientific personnel, our business will suffer.***

On April 24, 2017, our Board of Directors approved a restructuring plan, pursuant to which we plan to reduce our workforce by 60 employees (or 48%) by December 31, 2017. We may not be able to retain our remaining management and scientific and clinical personnel, or attract qualified management and scientific and clinical personnel in the future, due to the intense competition for qualified personnel among biotechnology, pharmaceutical and other businesses, particularly in the San Francisco Bay Area. Our industry has experienced a high rate of turnover of management personnel in recent years. In addition to the competition for personnel, the San Francisco Bay Area in particular is characterized by a high cost of living. As such, we could have difficulty attracting experienced personnel to our company and may be required to expend significant financial resources in our employee recruitment and retention efforts. If we are not able to attract, retain and motivate necessary personnel to accomplish our business objectives, we may

experience constraints that will significantly impede the achievement of our development objectives, our ability to raise additional capital and our ability to implement our business strategy.

We are highly dependent on the principal members of our management and scientific staff. The loss of service of any of our management could harm our business. In addition, we are dependent on our continued ability to retain and motivate our existing management, clinical and scientific personnel, and to potentially attract highly qualified additional management, clinical and scientific personnel. The competition for qualified personnel in the pharmaceutical industry is intense. Due to our limited resources, we may not be able to effectively retain our existing personnel or attract and recruit additional qualified personnel. If we are not able to retain our management, particularly our Chairman and Chief Executive Officer, Mr. Hastings, and our Executive Vice President, Research and Development, Dr. Lewicki, and to attract, on acceptable terms, additional qualified personnel necessary for the continued development of our business, we may not be able to sustain our operations or grow. Although we have executed employment agreements with each member of our current executive management team, including Mr. Hastings and Dr. Lewicki, these agreements are terminable at will with or without notice and, therefore, we may not be able to retain their services as expected. On September 19, 2017, we announced that Mr. Hastings had begun a personal leave of absence for medical reasons. Although Mr. Hastings continues to be the Chief Executive Officer and Chairman of the Board of Directors during his leave of absence, we cannot guarantee that he will return from his leave of absence soon, or at all.

In addition, we have scientific and clinical advisors who assist us in formulating our product development and clinical strategies. These advisors are not our employees and may have commitments to, or consulting or advisory contracts with, other entities that may limit their availability to us, or may have arrangements with other companies to assist in the development of products that may compete with ours.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

None.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**ITEM 4. MINE SAFETY DISCLOSURES**

None.

**ITEM 5. OTHER INFORMATION**

None.

**ITEM 6. EXHIBITS**

Listed and indexed below are all Exhibits filed as part of this report.

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
10.1†	<a href="#"><u>Amendment No. 3 to the Multi-Product License Agreement, dated August 26, 2016, by and between the registrant and Lonza Sales AG.</u></a>
31.1	<a href="#"><u>Certification of Principal Executive and Financial Officer Required Under Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended.</u></a>
32.1	<a href="#"><u>Certification of Principal Executive and Financial Officer Required Under Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. §1350.</u></a>

Exhibit No.	Description of Exhibit
101	The following materials from Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2017, formatted in eXtensible Business Reporting Language (XBRL) includes: (i) Condensed Balance Sheets at September 30, 2017 (unaudited) and December 31, 2016, (ii) Condensed Statements of Operations and Comprehensive Loss (unaudited) for the three and nine months ended September 30, 2017 and 2016, (iii) Condensed Statements of Cash Flows (unaudited) for the nine months ended September 30, 2017 and 2016, and (iv) Notes to the Condensed Financial Statements.

† Certain portions have been omitted pursuant to a confidential treatment request. Omitted information has been filed separately with the Securities and Exchange Commission.

**SIGNATURES**

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

Date: November 2, 2017

**OncoMed Pharmaceuticals, Inc.**

By: \_\_\_\_\_ /s/ Sunil Patel

**Sunil Patel**  
**Executive Vice President and**  
**Chief Financial Officer**  
**(principal executive, financial and**  
**accounting officer)**

CONFIDENTIAL

LONZA

**AMENDMENT NO.3**  
**to the**  
**Multi-Product License Agreement**  
**dated 22 August 2012**  
**between**  
**LONZA SALES AG**  
**and**  
**ONCOMED PHARMACEUTICALS, INC**

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CONFIDENTIAL

**LONZA**

THIS AMENDMENT is made the 26 day of August 2016

BETWEEN

LONZA SALES AG incorporated and registered in Switzerland whose registered office is at Muenchensteinerstrasse 38, CH-4002, Basel, Switzerland (hereinafter referred to as "Lonza") and

ONCOMED PHARMACEUTICALS, INC., incorporated in Delaware whose office is at 800 Chesapeake Drive, Redwood City, CA 94063, USA (hereinafter referred to as "OncoMed")

WHEREAS

- A. OncoMed and Lonza entered into a Multi-Product License Agreement dated 22 August 2012 (hereinafter referred to as the "Agreement"), in respect of the use by OncoMed of Lonza's proprietary System (as defined in the Agreement).
- B. Lonza now wishes to clarify the content of Schedule 2 in the Agreement.
- D. Lonza and OncoMed agree to amend the terms of the Agreement.

NOW THEREFORE in consideration of the mutual promises and covenants contained herein, and other good and valuable consideration the receipt of which is hereby acknowledged, it is hereby agreed by the parties to amend the Agreement as follows:

- 1. The words and phrases defined in the Agreement shall have the same meanings in this Amendment.
  - 2. Schedule 2 of the Agreement is hereby deleted in its entirety and replaced by the Schedule 2 annexed hereto.
  - 3. Save as herein provided all other terms and conditions of the Agreement shall remain in full force and effect.
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CONFIDENTIAL

**LONZA**

IN WITNESS WHEREOF the parties have caused this Amendment No. 3 to be executed by their respective representatives thereunto duly authorized as of the day and year first above written.

Signed for and on behalf of  
LONZA SALES AG

/S/ Marie Leblanc

Marie Leblanc  
Director Strategic Marketing

TITLE

Signed for and on behalf of  
LONZA SALES AG

/S/Cordula Altekriiger

Cordula Altekriiger  
Senior Legal Counsel

TITLE

Signed for and on behalf of  
ONCOMED PHARMACEUTICALS, INC.

/S/ John Lewicki

EVP, CSO

TITLE

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CONFIDENTIAL

LONZA

SCHEDULE 2

PRODUCTS

1. OMP-21M18
2. OMP-59R5
3. OMP-18R5
4. OMP-54F28
5. OMP-52M51
6. OMP-305B83
7. OMP-131R10
8. OMP-336B11
9. OMP-313M32



**CERTIFICATION**

I, Sunil Patel, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of OncoMed Pharmaceuticals, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 2, 2017

/s/ Sunil Patel

Sunil Patel

Executive Vice President and Chief Financial Officer  
(principal executive, financial and accounting officer)

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of OncoMed Pharmaceuticals, Inc. (the "Company") on Form 10-Q for the fiscal quarter ended September 30, 2017, as filed with the Securities and Exchange Commission (the "Report"), Sunil Patel, Executive Vice President and Chief Financial Officer, does hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- The information in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 2, 2017

/s/ Sunil Patel

\_\_\_\_\_  
Sunil Patel

Executive Vice President and Chief Financial Officer  
(principal executive, financial and accounting officer)

This certification is being furnished to accompany the Report pursuant to 18 U.S.C. § 1350 and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

