

# ONCOMED PHARMACEUTICALS INC

Reported by  
**LASERSOHN JACK W**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 01/11/17 for the Period Ending 01/10/17

Address	800 CHESAPEAKE DRIVE REDWOOD CITY, CA 94063
Telephone	650-995-8200
CIK	0001302573
Symbol	OMED
Fiscal Year	12/31

# FORM 4

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

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Form 5 obligations may  
continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
LASERSOHN JACK W		OncoMed Pharmaceuticals Inc [ OMED		<input checked="" type="checkbox"/> Director _____ 10% Owner	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)		<input type="checkbox"/> Officer (give title below) _____ Other (specify below)	
C/O ONCOMED PHARMACEUTICALS, INC., 800 CHESAPEAKE DRIVE		1/10/2017			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
REDWOOD CITY, CA 94063				<input checked="" type="checkbox"/> Form filed by One Reporting Person	
(City) (State) (Zip)				<input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	1/10/2017		J	(L)	30501	A	\$0.00	107588	D	
Common Stock	1/10/2017		J	(L)	305122	D	\$0.00	1119905	I	See Footnote (2)
Common Stock	1/10/2017		J	(L)	108810	D	\$0.00	380299	I	See Footnote (2)

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				

### Explanation of Responses:

- ( Certain funds associated with the reporting person completed a distribution of shares to their limited partners (the "Distribution"). In connection with the
- Distribution, the reporting person received shares of common stock of the Issuer for no consideration.
  - The shares are held by Vertical Fund I, L.P., a Delaware limited partnership ("VFI"). The Vertical Group, L.P., a Delaware limited partnership, is the sole general partner of VFI, and The Vertical Group GP, LLC controls The Vertical Group, L.P. Mr. Lasersohn is a Member and Manager of The Vertical Group GP, LLC. All shares of stock indicated as owned by Mr. Lasersohn are included because of his affiliation with The Vertical Group, L.P. Mr. Lasersohn disclaims beneficial ownership of all securities that may be deemed to be beneficially owned by The Vertical Group, L.P., except to the extent of any pecuniary interest therein. This Form 4 shall not be deemed an admission that Mr. Lasersohn or any other person referred to herein is a beneficial owner of any securities for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.
  - The shares are held by Vertical Fund II, L.P., a Delaware limited partnership ("VFII"). The Vertical Group, L.P., a Delaware limited partnership, is the sole general partner of VFII, and The Vertical Group GP, LLC controls The Vertical Group, L.P. Mr. Lasersohn is a Member and Manager of The Vertical Group GP, LLC. All shares of stock indicated as owned by Mr. Lasersohn are included because of his affiliation with The Vertical Group, L.P. Mr. Lasersohn disclaims beneficial ownership of all securities that may be deemed to be beneficially owned by The Vertical Group, L.P., except to the extent of any pecuniary interest therein. This Form 4 shall not be deemed an admission that Mr. Lasersohn or any other person referred to herein is a beneficial owner of any securities for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LASERSOHN JACK W				

C/O ONCOMED PHARMACEUTICALS, INC. 800 CHESAPEAKE DRIVE REDWOOD CITY, CA 94063	X			
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**Signatures**

/s/ Alicia J. Hager, Attorney-in-Fact for Jack Lasersohn

1/11/2017

\*\*Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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