

ONCOMED PHARMACEUTICALS INC

Reported by
LI YVONNE

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/11/18 for the Period Ending 10/10/18

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|-------------|---|
| Address | 800 CHESAPEAKE DRIVE REDWOOD CITY, CA, 94063 |
| Telephone | 650-995-8200 |
| CIK | 0001302573 |
| Symbol | OMED |
| SIC Code | 2834 - Pharmaceutical Preparations |
| Industry | Biotechnology & Medical Research |
| Sector | Healthcare |
| Fiscal Year | 12/31 |

FORM 4

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

OMB APPROVAL
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[] Check this box if no longer subject to Section 16. Form 4 or 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 * Li Yvonne (Last) (First) (Middle) | | 2. Issuer Name and Ticker or Trading Symbol OncoMed Pharmaceuticals Inc [OMED] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) See Remarks | |
| C/O ONCOMED PHARMACEUTICALS, INC., 800 CHESAPEAKE DRIVE (Street) | | 3. Date of Earliest Transaction (MM/DD/YYYY) 10/10/2018 | | | |
| REDWOOD CITY, CA 94063 (City) (State) (Zip) | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <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 | 10/10/2018 | | S | (1) | 927 | D | \$2.02 | (2) | 59734 | (3) | D |

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:

- Pursuant to a sell-to-cover election made by the Reporting Person at the time of the initial grant of the restricted stock units ("RSU") award, the shares were sold upon the vesting of restricted stock units solely to cover applicable withholding taxes.
- This transaction was executed in multiple trades in prices ranging from \$2.0100 to \$2.1719, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
- Includes 27,501 RSUs. The Reporting Person is entitled to receive one (1) share of common stock for each one (1) RSU upon the vesting thereof.

Remarks:

Vice President, Finance, Controller and Administration

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Li Yvonne C/O ONCOMED PHARMACEUTICALS, INC. 800 CHESAPEAKE DRIVE REDWOOD CITY, CA 94063 | | | See Remarks | |

Signatures

/s/ Alicia J. Hager, Attorney-in-Fact for Yvonne Li

10/11/2018

**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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