

OncoMed Pharmaceuticals Inc
Form SC 13G/A
February 11, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 1)*

OncoMed Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

68234X102

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

<input type="checkbox"/>	Rule 13d-1(b)
<input type="checkbox"/>	Rule 13d-1(c)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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Exhibit Index Contained on Page 17

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NAME OF REPORTING

SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1
U.S. Venture Partners VIII, L.P. ("USVP VIII")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

WITH

SOLE VOTING POWER

1,990,786 shares; except that Presidio Management Group VIII, L.L.C. ("PMG VIII"), the general partner of USVP VIII, may be deemed to have sole power to vote such shares, and Irwin Federman ("Federman"), Steven M. Krausz ("Krausz"), David Liddle ("Liddle"), Jonathan D. Root ("Root"), Casey M. Tansey ("Tansey") and Philip M. Young ("Young"), the managing members of PMG VIII, may be deemed to have shared power to vote such shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

1,990,786 shares; except that PMG VIII, the general partner of USVP VIII, may be deemed to have the sole power to dispose of such shares, and Federman, Krausz, Liddle, Root, Tansey and Young, the managing members of PMG VIII, may be deemed to have shared power to dispose of such shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,990,786

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.7%

12TYPE OF REPORTING PERSON*

PN

CUSIP NO. 68234X102 13 G Page 3 of 19

NAME OF REPORTING

SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1
USVP VIII Affiliates Fund, L.P. ("USVP VIII AF")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER
5 19,217 shares; except that PMG VIII, the general partner of USVP VIII AF, may be deemed to have sole power to vote such shares, and Federman, Krausz, Liddle, Root, Tansey and Young, the managing members of PMG VIII, may be deemed to have shared power to vote such shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

7 19,217 shares; except that PMG VIII, the general partner of USVP VIII AF, may be deemed to have sole power to dispose of such shares, and Federman, Krausz, Liddle, Root, Tansey and Young, the managing members of PMG VIII, may be deemed to have shared power to dispose of such shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 19,217

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ..

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.1%

12TYPE OF REPORTING PERSON*

PN

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NAME OF REPORTING

SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

USVP Entrepreneur Partners VIII-A, L.P. ("USVP EP VIII-A")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES

BENEFICIALLY OWNED BY

5 EACH REPORTING PERSON WITH SOLE VOTING POWER 18,759 shares; except that PMG VIII, the general partner of USVP EP VIII-A, may be deemed to have sole power to vote such shares, and Federman, Krausz, Liddle, Root, Tansey and Young, the managing members of PMG VIII, may be deemed to have shared power to vote such shares.

PERSON

WITH

6 SHARED VOTING POWER

See response to row 5.

7 SOLE DISPOSITIVE POWER

18,759 shares; except that PMG VIII, the general partner of USVP EP VIII-A, may be deemed to have sole power to dispose of such shares, and Federman, Krausz, Liddle, Root, Tansey and Young, the managing members of PMG VIII, may be deemed to have shared power to dispose of such shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,759

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

..

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.1%

12 TYPE OF REPORTING PERSON*

PN

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NAME OF REPORTING

SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

USVP Entrepreneur Partners VIII-B, L.P. ("USVP EP VIII-B")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES

BENEFICIALLY OWNED BY

EACH
REPORTING
PERSON

WITH

SOLE VOTING POWER

5 9,510 shares; except that PMG VIII, the general partner of USVP EP VIII-B, may be deemed to have sole power to vote such shares, and Federman, Krausz, Liddle, Root, Tansey and Young, the managing members of PMG VIII, may be deemed to have shared power to vote such shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

7 9,510 shares; except that PMG VIII, the general partner of USVP EP VIII-B, may be deemed to have sole power to dispose of such shares, and Federman, Krausz, Liddle, Root, Tansey and Young, the managing members of PMG VIII, may be deemed to have shared power to dispose of such shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,510

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ..

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%

12 TYPE OF REPORTING PERSON*

PN

CUSIP NO. 68234X102 13 G Page 6 of 19

NAME OF REPORTING

SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

Presidio Management Group VIII, L.L.C. ("PMG VIII")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

SOLE VOTING POWER

2,038,272 shares, of which 1,990,786 are directly owned by USVP VIII, 19,217 are directly owned by USVP VIII AF, 18,759 are directly owned by USVP EP VIII-A and 9,510 are directly owned by USVP EP VIII-B. PMG VIII, the general partner of USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-B, may be deemed to have sole power to vote such shares, and Federman, Krausz, Liddle, Root, Tansey and Young, the managing members of PMG VIII, may be deemed to have shared power to vote such shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

2,038,272 shares, of which 1,990,786 are directly owned by USVP VIII, 19,217 are directly owned by USVP VIII AF, 18,759 are directly owned by USVP EP VIII-A and 9,510 are directly owned by USVP EP VIII-B. PMG VIII, the general partner of USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-B, may be deemed to have sole power to dispose of such shares, and Federman, Krausz, Liddle, Root, Tansey and Young, the managing members of PMG VIII, may be deemed to have shared power to dispose of such shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,038,272

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 6.8%
12 TYPE OF REPORTING PERSON* OO

CUSIP NO. 68234X102 13 G Page 7 of 19

NAME OF REPORTING PERSON

1

Irwin Federman

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF

5 SOLE VOTING POWER
27,573 shares.

SHARES

SHARED VOTING POWER

BENEFICIALLY

6 2,038,272 shares, of which 1,990,786 are directly owned by USVP VIII, 19,217 are directly owned by USVP VIII AF, 18,759 are directly owned by USVP EP VIII-A and 9,510 are directly owned by USVP EP VIII-B. PMG VIII is the general partner of USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-B. Federman, a managing member of PMG VIII, may be deemed to have shared power to vote such shares.

OWNED BY EACH

7 SOLE DISPOSITIVE POWER

REPORTING

27,573 shares.

PERSON

8 SHARED DISPOSITIVE POWER

WITH

2,038,272 shares, of which 1,990,786 are directly owned by USVP VIII, 19,217 are directly owned by USVP VIII AF, 18,759 are directly owned by USVP EP VIII-A and 9,510 are directly owned by USVP EP VIII-B. PMG VIII is the general partner of USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-B. Federman, a managing member of PMG VIII, may be deemed to have shared power to dispose of such shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,065,845

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.9%

12TYPE OF REPORTING PERSON*

IN

CUSIP NO. 68234X102 13 G Page 8 of 19

NAME OF REPORTING PERSON

1

Steven M. Krausz

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF	5	SOLE VOTING POWER 50,471 shares.
SHARES		SHARED VOTING POWER
BENEFICIALLY		2,038,272 shares, of which 1,990,786 are directly owned by USVP VIII, 19,217 are directly
OWNED BY EACH	6	owned by USVP VIII AF, 18,759 are directly owned by USVP EP VIII-A and 9,510 are
REPORTING		directly owned by USVP EP VIII-B. PMG VIII is the general partner of USVP VIII, USVP
PERSON		VIII AF, USVP EP VIII-A and USVP EP VIII-B. Krausz, a managing member of PMG VIII,
WITH		may be deemed to have shared power to vote such shares.
	7	SOLE DISPOSITIVE POWER
		50,471 shares.
		SHARED DISPOSITIVE POWER
	8	2,038,272 shares, of which 1,990,786 are directly owned by USVP VIII, 19,217 are directly
		owned by USVP VIII AF, 18,759 are directly owned by USVP EP VIII-A and 9,510 are
		directly owned by USVP EP VIII-B. PMG VIII is the general partner of USVP VIII, USVP
		VIII AF, USVP EP VIII-A and USVP EP VIII-B. Krausz, a managing member of PMG VIII,
		may be deemed to have shared power to dispose of such shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,088,743

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.0%

12 TYPE OF REPORTING PERSON*

IN

CUSIP NO. 68234X102 13 G Page 9 of 19

NAME OF REPORTING PERSON

1 David Liddle

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER 27,573 shares. 6 SHARED VOTING POWER 2,038,272 shares, of which 1,990,786 are directly owned by USVP VIII, 19,217 are directly owned by USVP VIII AF, 18,759 are directly owned by USVP EP VIII-A and 9,510 are directly owned by USVP EP VIII-B. PMG VIII is the general partner of USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-B. Liddle, a managing member of PMG VIII, may be deemed to have shared power to vote such shares. 7 SOLE DISPOSITIVE POWER 27,573 shares. 8 SHARED DISPOSITIVE POWER 2,038,272 shares, of which 1,990,786 are directly owned by USVP VIII, 19,217 are directly owned by USVP VIII AF, 18,759 are directly owned by USVP EP VIII-A and 9,510 are directly owned by USVP EP VIII-B. PMG VIII is the general partner of USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-B. Liddle, a managing member of PMG VIII, may be deemed to have shared power to dispose of such shares.
---	--

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	2,065,845
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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	..
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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.9%

12 TYPE OF REPORTING PERSON*

IN

CUSIP NO. 68234X102 13 G Page 10 of 19

NAME OF REPORTING PERSON

1

Jonathan D. Root

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF	5	SOLE VOTING POWER 63,950 shares.
SHARES		SHARED VOTING POWER
BENEFICIALLY		2,038,272 shares, of which 1,990,786 are directly owned by USVP VIII, 19,217 are directly
OWNED BY EACH	6	owned by USVP VIII AF, 18,759 are directly owned by USVP EP VIII-A and 9,510 are
REPORTING		directly owned by USVP EP VIII-B. PMG VIII is the general partner of USVP VIII, USVP
PERSON		VIII AF, USVP EP VIII-A and USVP EP VIII-B. Root, a managing member of PMG VIII,
WITH		may be deemed to have shared power to vote such shares.
	7	SOLE DISPOSITIVE POWER
		63,950 shares.
		SHARED DISPOSITIVE POWER
	8	2,038,272 shares, of which 1,990,786 are directly owned by USVP VIII, 19,217 are directly
		owned by USVP VIII AF, 18,759 are directly owned by USVP EP VIII-A and 9,510 are
		directly owned by USVP EP VIII-B. PMG VIII is the general partner of USVP VIII, USVP
		VIII AF, USVP EP VIII-A and USVP EP VIII-B. Root, a managing member of PMG VIII,
		may be deemed to have shared power to dispose of such shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,102,222

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.1%

12 TYPE OF REPORTING PERSON*

IN

CUSIP NO. 68234X102 13 G Page 11 of 19

NAME OF REPORTING PERSON

1

Casey M. Tansey

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF

5 SOLE VOTING POWER

27,573 shares.

SHARES

SHARED VOTING POWER

BENEFICIALLY

2,038,272 shares, of which 1,990,786 are directly owned by USVP VIII, 19,217 are directly

OWNED BY EACH

6 owned by USVP VIII AF, 18,759 are directly owned by USVP EP VIII-A and 9,510 are

REPORTING

6 directly owned by USVP EP VIII-B. PMG VIII is the general partner of USVP VIII, USVP

PERSON

VIII AF, USVP EP VIII-A and USVP EP VIII-B. Tansey, a managing member of PMG VIII,

WITH

may be deemed to have shared power to vote such shares.

7 SOLE DISPOSITIVE POWER

27,573 shares.

SHARED DISPOSITIVE POWER

2,038,272 shares, of which 1,990,786 are directly owned by USVP VIII, 19,217 are directly

8 owned by USVP VIII AF, 18,759 are directly owned by USVP EP VIII-A and 9,510 are

8 directly owned by USVP EP VIII-B. PMG VIII is the general partner of USVP VIII, USVP

VIII AF, USVP EP VIII-A and USVP EP VIII-B. Tansey, a managing member of PMG VIII, may be deemed to have shared power to dispose of such shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,065,845

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.9%

12

TYPE OF REPORTING PERSON*

IN

CUSIP NO. 68234X102 13 G Page 12 of 19

NAME OF REPORTING PERSON

1 Philip M. Young
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a) (b)

3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 4 U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER 27,573 shares. SHARED VOTING POWER 2,038,272 shares, of which 1,990,786 are directly owned by USVP VIII, 19,217 are directly 6 owned by USVP VIII AF, 18,759 are directly owned by USVP EP VIII-A and 9,510 are directly owned by USVP EP VIII-B. PMG VIII is the general partner of USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-B. Young, a managing member of PMG VIII, may be deemed to have shared power to vote such shares. 7 SOLE DISPOSITIVE POWER 27,573 shares. SHARED DISPOSITIVE POWER 2,038,272 shares, of which 1,990,786 are directly owned by USVP VIII, 19,217 are directly 8 owned by USVP VIII AF, 18,759 are directly owned by USVP EP VIII-A and 9,510 are directly owned by USVP EP VIII-B. PMG VIII is the general partner of USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-B. Young, a managing member of PMG VIII, may be deemed to have shared power to dispose of such shares.
---	--

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,065,845

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 6.9%

12

TYPE OF REPORTING PERSON*

IN

CUSIP NO. 68234X102 13 G Page 13 of 19

This Amendment No. 1 amends and restates in its entirety the Schedule 13G previously filed by PMG VIII, USVP VIII, USVP VIII AF, USVP EP VIII-A, USVP EP VIII-B, Federman, Krausz, Liddle, Root, Tansey and Young (together with all prior and current amendments thereto, this "Schedule 13G").

ITEM 1(A).

NAME OF ISSUER

OncoMed Pharmaceuticals, Inc.

ITEM 1(B).

ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

800 Chesapeake Drive
Redwood City, California 94063

ITEM 2(A).

NAME OF PERSONS FILING

This Schedule 13G is filed by PMG VIII, USVP VIII, USVP VIII AF, USVP EP VIII-A, USVP EP VIII-B, Federman, Krausz, Liddle, Root, Tansey and Young. The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

PMG VIII, the general partner of USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-B, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-B. Federman, Krausz, Liddle, Root, Tansey and Young are managing members of PMG VIII and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-B.

ITEM 2(B).

ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

U.S. Venture Partners

2735 Sand Hill Road

Menlo Park, California 94025

ITEM 2(C)

CITIZENSHIP

USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-B are Delaware limited partnerships. PMG VIII is a Delaware limited liability company. Federman, Krausz, Liddle, Root, Tansey and Young are United States citizens.

ITEM 2(D) AND (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Common Stock, \$0.001 par value per share.

CUSIP # 68234X102

ITEM 3.

Not Applicable.

ITEM 4.

OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

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(a) Amount beneficially owned:
See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:
See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:
See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:
See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited partnership agreements of USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-B, and the limited liability company agreement of PMG VIII, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or member, as the case may be.

ITEM IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE
7. SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

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ITEM 10. CERTIFICATION.

Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 10, 2015

PRESIDIO MANAGEMENT GROUP VIII, L.L.C. Irwin Federman

U.S. Venture Partners VIII, L.P.
By Presidio Management Group VIII, L.L.C.
Its General Partner

Steven M. Krausz

David Liddle

USVP VIII Affiliates Fund, L.P.
By Presidio Management Group VIII, L.L.C.
Its General Partner

Jonathan D. Root

CASEY M. TANSEY

USVP Entrepreneur Partners VIII-A, L.P.,
By Presidio Management Group VIII, L.L.C.
Its General Partner

Philip M. Young

USVP Entrepreneur Partners VIII-B, L.P.,
By Presidio Management Group VIII, L.L.C.
Its General Partner

By:/s/ Michael Maher
Michael Maher, Chief Financial
Officer/Attorney-In-Fact for
the above-listed entities*

By:/s/ Michael Maher
Michael Maher, Attorney-In-Fact for the above-listed
individuals*

*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive

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officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* §240.13d-7 for

other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

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EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
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exhibit A

Agreement of Joint Filing

The Reporting Persons agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of OncoMed Pharmaceuticals, Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.

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exhibit B

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Power of Attorney

Michael Maher has signed this Schedule 13G as Attorney-In-Fact. Note that copies of the applicable Power of Attorney are already on file with the appropriate agencies.