

OncoMed Pharmaceuticals Inc  
 Form 4  
 July 23, 2013

**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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HASTINGS PAUL J**

2. Issuer Name and Ticker or Trading Symbol  
**OncoMed Pharmaceuticals Inc [OMED]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**07/23/2013**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President & CEO**

**C/O ONCOMED PHARMACEUTICALS, INC., 800 CHESAPEAKE DRIVE**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**REDWOOD CITY, CA 94063**

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock <sup>(1)</sup>	07/23/2013		C	17,543	A	11	300,914	I	See Footnote <sup>(2)</sup>
Common Stock <sup>(1)</sup>	07/23/2013		C	12,531	A	11	313,445	I	See Footnote <sup>(2)</sup>
Common Stock <sup>(1)</sup>	07/23/2013		C	10,320	A	11	323,765	I	See Footnote <sup>(2)</sup>

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P... Deri... Sec... (Ins...)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock <sup>(1)</sup>	<u>(1)</u>	07/23/2013		C	17,543	<u>(3)</u> <u>(4)</u>	Common Stock	17,543
Series B Preferred Stock <sup>(1)</sup>	<u>(1)</u>	07/23/2013		C	12,531	<u>(3)</u> <u>(4)</u>	Common Stock	12,531
Series B-1 Preferred Stock <sup>(1)</sup>	<u>(1)</u>	07/23/2013		C	10,320	<u>(3)</u> <u>(4)</u>	Common Stock	10,320

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HASTINGS PAUL J C/O ONCOMED PHARMACEUTICALS, INC. 800 CHESAPEAKE DRIVE REDWOOD CITY, CA 94063	X		President & CEO	

**Signatures**

/s/ Yvonne Li, Attorney-in-Fact for Paul J. Hastings 07/23/2013

         \*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) Each share of Series A, Series B and Series B-1 Preferred Stock automatically converted on a one-to-one basis into Common Stock immediately prior to the consummation of the Issuer's initial public offering on July 23, 2013.
- (2) The shares are held by the Paul J. Hastings Living Trust, dated May 1, 2012.
- (3) The securities are immediately convertible.
- (4) The expiration date is not relevant to the conversion of these securities.

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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