

Li Yvonne
Form 4
April 23, 2019

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 *
Li Yvonne

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)
04/23/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
See Remarks

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	(D)	(1) (2)
Common Stock	04/23/2019		U		65,895	D	0

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

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SEC 1474 (9-02)

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

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares		

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 Hager, Attorney-in-Fact for Yvonne Li 04/23/2019

**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) On April 23, 2019, pursuant to the Agreement and Plan of Merger and Reorganization (the "Merger Agreement"), dated as of December 5, 2018, by and among Mereo Biopharma Group PLC ("Mereo"), Mereo US Holdings Inc., Mereo Mergerco One Inc. ("Merger Sub") and the Issuer, Merger Sub merged with and into the Issuer, with the Issuer surviving as an indirect wholly-owned subsidiary of Mereo (the "Merger"). Pursuant to the Merger, the Issuer's stockholders received the right to receive (i) a certain number of American Depositary Shares, each representing five ordinary shares, 0.003 pounds par value per share, of Mereo and (ii) one contingent value right, which represents the contractual right to receive contingent payments if specified milestones are achieved within agreed time periods, subject to and in accordance with the CVR Agreement, dated April 23, 2019, by and among Computershare Inc. and Mereo (the "Merger Consideration") for each share of the Issuer's stock that they own.
- (2) (Continued from footnote 1) Pursuant to the Merger, the Reporting Person disposed of all shares of Issuer common stock beneficially owned by it, and received the Merger Consideration for each share of Issuer common stock.

Remarks:

Vice President, Finance, Controller and Administration

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.