

OncoMed Pharmaceuticals Inc
 Form 4
 December 02, 2015

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 *
LASERSOHN JACK W

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)
11/30/2015

Director 10% Owner
 Officer (give title below) Other (specify below)

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/30/2015		J ⁽¹⁾		57,583	A	\$ 0	1,726,862	I	See Footnote (2)
Common Stock	11/30/2015		J ⁽¹⁾		13,699	A	\$ 0	597,127	I	See Footnote (3)
Common Stock								46,560	D	

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				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
LASERSOHN JACK W C/O ONCOMED PHARMACEUTICALS, INC. 800 CHESAPEAKE DRIVE REDWOOD CITY, CA 94063	X			

Signatures

/s/ Alicia J. Hager, Attorney-in-Fact for Jack Lasersohn
 12/02/2015
 **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) Certain funds associated with the reporting person received the shares for no consideration as part of a pro-rata distribution of shares by certain funds associated with Latterell Venture Partners.
- 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
- (2) 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.

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- 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
- (3) 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.

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.