

LASERSOHN JACK W

Form 4

April 23, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)
04/23/2019

☒ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/23/2019		U	185,709	D <u>(1)</u> <u>(2)</u>	0	D
Common Stock	04/23/2019		U	1,119,905	D <u>(1)</u> <u>(2)</u>	0	I
Common Stock	04/23/2019		U	380,299	D <u>(1)</u> <u>(2)</u>	0	I
							Vertical Fund I, L.P. <u>(3)</u>
							Vertical Fund II, L.P. <u>(4)</u>

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. Nu Deriv Secur Bene Own Follo Repor 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

LASERSOHN JACK W
C/O ONCOMED PHARMACEUTICALS, INC.
800 CHESAPEAKE DRIVE
REDWOOD CITY, CA 94063

X

Signatures

/s/ Alicia Hager, Attorney-in-Fact for Jack W.
Lasersohn

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)

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(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.

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

- (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.

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

- (4) 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.

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