

LVP III Partners LP
 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 *
 LVP GP I, LLC

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)
 ONE EMBARCADERO CENTER
 SUITE 4050,
 (Street)

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

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

SAN FRANCISCO, CA 94111

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

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

(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)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	07/23/2013		C		100,000	A	100,000	Directly owned by LVP I (2) (3)
Common Stock	07/23/2013		C		65,476	A	165,476	Directly owned by LVP I (2) (3)
Common Stock	07/23/2013		C		74,142	A	239,618	Directly owned by LVP I (2) (3)
Common	07/23/2013		P		7,937	A	\$ 17 247,555	Directly

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Stock								owned by LVP I <u>(2)</u> <u>(3)</u>
Common Stock	07/23/2013	C	426,315	A	<u>(1)</u>	426,315	I	Directly owned by LVP II <u>(2)</u> <u>(3)</u>
Common Stock	07/23/2013	C	279,135	A	<u>(1)</u>	705,450	I	Directly owned by LVP II <u>(2)</u> <u>(3)</u>
Common Stock	07/23/2013	C	316,079	A	<u>(1)</u>	1,021,529	I	Directly owned by LVP II <u>(2)</u> <u>(3)</u>
Common Stock	07/23/2013	P	33,834	A	\$ 17	1,055,363	I	Directly owned by LVP II <u>(2)</u> <u>(3)</u>
Common Stock	07/23/2013	C	611,995	A	<u>(1)</u>	611,995	I	Directly owned by LVP III <u>(2)</u> <u>(3)</u>
Common Stock	07/23/2013	C	692,994	A	<u>(1)</u>	1,304,989	I	Directly owned by LVP III <u>(2)</u> <u>(3)</u>
Common Stock	07/23/2013	P	43,223	A	\$ 17	1,348,212	I	Directly owned by LVP III <u>(2)</u> <u>(3)</u>
Common Stock	07/23/2013	C	30,599	A	<u>(1)</u>	30,599	I	Directly owned by Associates <u>(2)</u> <u>(3)</u>
Common Stock	07/23/2013	C	34,649	A	<u>(1)</u>	65,248	I	Directly owned by Associates <u>(2)</u> <u>(3)</u>
Common Stock	07/23/2013	P	2,161	A	\$ 17	67,409	I	Directly owned by Associates <u>(2)</u> <u>(3)</u>
Common Stock	07/23/2013	C	15,299	A	<u>(1)</u>	15,299	I	Directly owned by Partners <u>(2)</u>

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Common Stock	07/23/2013		C	17,324	A	Ⓐ	32,623	I	(3) Directly owned by Partners (2) (3)
Common Stock	07/23/2013		P	1,080	A	\$ 17	33,703	I	(3) Directly owned by Partners (2) (3)
Common Stock							43,859	I	(3) Directly owned by LVPMC (2) (3)

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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock (1)	(1)	07/23/2013		C	100,000	(4) (5)	Common Stock	100,000
Series A Preferred Stock (1)	(1)	07/23/2013		C	426,315	(4) (5)	Common Stock	426,315
Series B Preferred Stock (1)	(1)	07/23/2013		C	65,476	(4) (5)	Common Stock	65,476
Series B Preferred Stock (1)	(1)	07/23/2013		C	279,135	(4) (5)	Common Stock	279,135

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Series B Preferred Stock <u>(1)</u>	<u>(1)</u>	07/23/2013	C	611,995	<u>(4)</u>	<u>(5)</u>	Common Stock	611,995
Series B Preferred Stock <u>(1)</u>	<u>(1)</u>	07/23/2013	C	30,599	<u>(4)</u>	<u>(5)</u>	Common Stock	30,599
Series B Preferred Stock <u>(1)</u>	<u>(1)</u>	07/23/2013	C	15,299	<u>(4)</u>	<u>(5)</u>	Common Stock	15,299
Series B-1 Preferred Stock <u>(1)</u>	<u>(1)</u>	07/23/2013	C	74,142	<u>(4)</u>	<u>(5)</u>	Common Stock	74,142
Series B-1 Preferred Stock <u>(1)</u>	<u>(1)</u>	07/23/2013	C	316,079	<u>(4)</u>	<u>(5)</u>	Common Stock	316,079
Series B-1 Preferred Stock <u>(1)</u>	<u>(1)</u>	07/23/2013	C	692,994	<u>(4)</u>	<u>(5)</u>	Common Stock	692,994
Series B-1 Preferred Stock <u>(1)</u>	<u>(1)</u>	07/23/2013	C	34,649	<u>(4)</u>	<u>(5)</u>	Common Stock	34,649
Series B-1 Preferred Stock <u>(1)</u>	<u>(1)</u>	07/23/2013	C	17,324	<u>(4)</u>	<u>(5)</u>	Common Stock	17,324

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LVP GP I, LLC ONE EMBARCADERO CENTER SUITE 4050 SAN FRANCISCO, CA 94111		X		
LVP GP II, LLC ONE EMBARCADERO CENTER SUITE 4050		X		

SAN FRANCISCO, CA 94111	
LVP GP III, LLC ONE EMBARCADERO CENTER SUITE 4050 SAN FRANCISCO, CA 94111	X
LVP Life Science Ventures I, L.P. ONE EMBARCADERO CENTER SUITE 4050 SAN FRANCISCO, CA 94111	X
LVP Life Science Ventures II, L.P. ONE EMBARCADERO CENTER SUITE 4050 SAN FRANCISCO, CA 94111	X
LVP LIFE SCIENCE VENTURES III L.P. ONE EMBARCADERO CENTER SUITE 4050 SAN FRANCISCO, CA 94111	X
LVP III Associates, L.P. ONE EMBARCADERO CENTER SUITE 4050 SAN FRANCISCO, CA 94111	X
LVP III Partners LP ONE EMBARCADERO CENTER SUITE 4050 SAN FRANCISCO, CA 94111	X
LVPMC, LLC ONE EMBARCADERO CENTER SUITE 4050 SAN FRANCISCO, CA 94111	X
LATTERELL PATRICK F ONE EMBARCADERO CENTER SUITE 4050 SAN FRANCISCO, CA 94111	X

Signatures

/s/ Patrick Latterell, Managing Member of LVP GP I, LLC __Signature of Reporting Person	07/23/2013 Date
/s/ Patrick Latterell, Managing Member of LVP GP II, LLC __Signature of Reporting Person	07/23/2013 Date
/s/ Patrick Latterell, Managing Member of LVP GP III, LLC __Signature of Reporting Person	07/23/2013 Date
/s/ Patrick Latterell, Managing Member of LVPMC, LLC __Signature of Reporting Person	07/23/2013 Date
/s/ Patrick Latterell, Managing Member of LVP GP I, LLC, General Partner of LVP Life Science Ventures I, L.P. __Signature of Reporting Person	07/23/2013 Date

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/s/ Patrick Latterell, Managing Member of LVP GP II, LLC, General Partner of LVP Life Science Ventures II, L.P.	07/23/2013
__Signature of Reporting Person	Date
/s/ Patrick Latterell, Managing Member of LVP GP III, LLC, General Partner of LVP Life Science Ventures III, L.P.	07/23/2013
__Signature of Reporting Person	Date
/s/ Patrick Latterell, Managing Member of LVP GP III, LLC, General Partner of LVP III Associates, L.P.	07/23/2013
__Signature of Reporting Person	Date
/s/ Patrick Latterell, Managing Member of LVP GP III, LLC, General Partner of LVP III Partners, L.P.	07/23/2013
__Signature of Reporting Person	Date
/s/ Patrick Latterell	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.

The reported securities are owned directly by each of LVPMC, LLC ("LVPMC"), LVP Life Science Ventures I, L.P. ("LVP I"), LVP Life Science Ventures II, L.P. ("LVP II"), LVP Life Science Ventures III, L.P. ("LVP III"), LVP III Associates, L.P. ("Associates") and LVP III Partners, L.P. ("Partners"). LVP GP I, LLC ("GP I") is the general partner of LVP I, LVP GP II, LLC ("GP II") is the general partner of LVP II and LVP GP III, LLC ("GP III") is the general partner of LVP III, Associates and Partners. (Continued on Footnote 3)

GP I, GP II and GP III may be deemed to have sole voting power and dispositive power over the shares held by LVP I, LVP II, LVP III, Associates and Partners. Each of GP I, GP II, GP III and Patrick Latterell, the managing member of each of GP I, GP II and GP III and the manager of LVPMC may be deemed to share voting and dispositive power over the reported securities and disclaim beneficial
- (3) ownership of the reported securities held by LVPMC, LVP I, LVP II, LVP III, Associates and Partners except to the extent of any pecuniary interest therein. James W. Woody, M.D., Ph.D., as a member of each of GP I, GP II and GP III, may be deemed to share voting and dispositive power over the reported securities held by LVP I, LVP II, LVP III, Associates and Partners, and disclaims beneficial ownership of such securities except to the extent of any pecuniary interest therein.
- (4) The securities are immediately convertible.
- (5) 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. 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.