

OncoMed Pharmaceuticals Inc
Form S-8
January 04, 2018

As filed with the Securities and Exchange Commission on January 4, 2018

Registration No. 333-

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ONCOMED PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

800 Chesapeake Drive

38-3572512
(IRS Employer
Identification No.)

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Redwood City, CA 94063

(Address of Principal Executive Offices) (Zip Code)

2013 Equity Incentive Award Plan

2013 Employee Stock Purchase Plan

(Full title of the plan)

Sunil Patel

Executive Vice President and Chief Financial Officer

OncoMed Pharmaceuticals, Inc.

800 Chesapeake Drive

Redwood City, CA 94063

(Name and address of agent for service)

(650) 995-8200

(Telephone number, including area code, of agent for service)

Copies to:

Alan C. Mendelson, Esq.

Mark V. Roeder, Esq.

Latham & Watkins LLP

140 Scott Drive

Menlo Park, CA 94025

(650) 328-4600

Dr. Alicia J. Hager, Esq.

Senior Vice President, General Counsel

OncoMed Pharmaceuticals, Inc.

800 Chesapeake Drive

Redwood City, CA 94063

(650) 995-8200

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company and emerging growth company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
To Be Registered				
Common Stock, \$0.001 par value	1,500,000 ⁽²⁾	\$3.71 ⁽³⁾	\$5,565,000.00	\$692.85
Common Stock, \$0.001 par value	350,000 ⁽⁴⁾	\$3.71 ⁽³⁾	\$1,298,500.00	\$161.67
Total:	1,850,000		\$6,863,500.00	\$854.52

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this registration statement shall also cover any additional shares of the common stock of OncoMed Pharmaceuticals, Inc. (the Registrant) that become issuable under the 2013 Equity Incentive Award Plan (the 2013 Plan) and the 2013 Employee Stock Purchase Plan (the ESPP), by reason of any stock dividend, stock split, recapitalization or similar transaction effected without the Registrant's receipt of consideration which would increase the number of outstanding shares of common stock.
- (2) Represents the additional shares of common stock available for future issuance under the Registrant's 2013 Plan resulting from an annual increase as of January 1, 2018.
- (3) This estimate is made pursuant to Rule 457(c) and Rule 457(h) of the Securities Act solely for purposes of calculating the registration fee. The Proposed Maximum Offering Price Per Share for shares available for future grant under the 2013 Plan and the ESPP is the average of the high and low prices for the registrant's common stock as reported on The NASDAQ Global Select Market on December 27, 2017, which is \$3.71.
- (4) Represents the additional shares of common stock available for future issuance under the Registrant's ESPP resulting from an annual increase as of January 1, 2018.

Proposed sale to take place as soon after the effective date of the registration statement as awards under the plans are granted, exercised and/or vest.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 1,850,000 shares of the Registrant's common stock issuable under the following employee benefit plans for which a Registration Statement of the Registrant on Form S-8 (File No. 333-190932) is effective: (i) the 2013 Equity Incentive Award Plan, as a result of the operation of an automatic annual increase provision therein, which added 1,500,000 shares of common stock, and (ii) the 2013 Employee Stock Purchase Plan, as a result of the operation of an automatic annual increase provision therein, which added 350,000 shares of common stock.

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON FORM S-8

Pursuant to Instruction E of Form S-8, the contents of the Registration Statements on Form S-8 filed with the Securities and Exchange Commission on August 30, 2013 (File No. 333-190932), March 28, 2014 (File No. 333-194867), January 26, 2015 (File No. 333-201707), March 10, 2016 (File No. 333-210081) and January 4, 2017 (File No. 333-215409) are incorporated by reference herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit

No.	Description of Exhibits
4.1	<u>Amended and Restated Certificate of Incorporation of OncoMed Pharmaceuticals, Inc. (filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K on July 23, 2013 (File No. 001-35993) and incorporated herein by reference)</u>
4.2	<u>Amended and Restated Bylaws of OncoMed Pharmaceuticals, Inc. (filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K on July 23, 2013 (File No. 001-35993) and incorporated herein by reference)</u>
4.3	<u>Form of Common Stock Certificate (filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-181331), effective July 17, 2013, and incorporated herein by reference)</u>
5.1	<u>Opinion of Latham & Watkins LLP</u>
10.1	<u>OncoMed Pharmaceuticals, Inc. 2013 Equity Incentive Award Plan (filed as Exhibit 10.7 to the Registrant's Registration Statement on Form S-1 (File No. 333-181331), effective July 17, 2013, and incorporated herein by reference)</u>
10.2	<u>Form of Stock Option Agreement under the OncoMed Pharmaceuticals, Inc. 2013 Equity Incentive Award Plan (filed as Exhibit 10.7(B) to the Registrant's Registration Statement on Form S-1 (File No. 333-181331), effective July 17, 2013, and incorporated herein by reference)</u>
10.3	<u>Form of Restricted Stock Unit Award Agreement under the OncoMed Pharmaceuticals, Inc. 2013 Equity Incentive Award Plan (filed as Exhibit 10.3 to the Registrant's Registration Statement on Form S-8 (Registration No. 333-194867), effective March 28, 2014, and incorporated herein by reference)</u>
10.4	

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OncoMed Pharmaceuticals, Inc. Employee Stock Purchase Plan (filed as Exhibit 10.8 to the Registrant's Registration Statement on Form S-1 (File No. 333-181331), effective July 17, 2013, and incorporated herein by reference)

- 23.1 Consent of Latham & Watkins LLP (included in Exhibit 5.1)
- 23.2 Consent of Independent Registered Public Accounting Firm
- 24.1 Power of attorney (included in the signature page to this Registration Statement)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Redwood City, State of California, on this 4th day of January, 2018.

ONCOMED PHARMACEUTICALS, INC.

By: /s/ Sunil Patel

Name: Sunil Patel

Title: Executive Vice President and Chief Financial

Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Sunil Patel and Alicia J. Hager, and each of them, as attorneys-in-fact, each with the power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and all documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Sunil Patel	Executive Vice President and Chief Financial Officer (principal executive, financial and accounting officer)	January 4, 2018
Sunil Patel		
/s/ Perry A. Karsen	Director	January 4, 2018
Perry A. Karsen		
/s/ Jack W. Lasersohn	Director	January 4, 2018
Jack W. Lasersohn, J.D.		
/s/ Laurence Lasky	Director	January 4, 2018
Laurence Lasky, Ph.D.		
/s/ Deepa R. Pakianathan	Director	January 4, 2018

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Deepa R. Pakianathan, Ph.D.

/s/ Denise Scots-Knight

Director

January 4, 2018

Denise Scots-Knight, Ph.D.

/s/ Jonathan D. Root

Director

January 4, 2018

Jonathan D. Root, M.D.

/s/ Rick E Winningham

Director

January 4, 2018

Rick E Winningham

/s/ Michael S. Wyzga

Director

January 4, 2018

Michael S. Wyzga