

OncoMed Pharmaceuticals Inc
Form SC 13G/A
February 17, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 1)*

OncoMed Pharmaceuticals, Inc.
(Name of Issuer)

Common Stock (\$0.001 par value)
(Title of Class of Securities)

68234X102
(CUSIP Number)

December 31, 2014
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

<input type="checkbox"/>	Rule 13d-1(b)
<input type="checkbox"/>	Rule 13d-1(c)
<input checked="" type="checkbox"/>	Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 16 Pages

Exhibit Index Contained on Page 14

CUSIP NO. 68234X102 13 G Page 2 of 16

NAME OF REPORTING PERSONS

1
Morgenthaler Partners VII, L.P. ("Morgenthaler VII")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF

SHARES

SOLE VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

2,509,672 shares, except that Morgenthaler Management Partners VII, L.L.C., ("MMP VII GP"), the general partner of Morgenthaler VII, may be deemed to have sole power to vote these shares, and Robert C. Bellas, Jr. ("Bellas"), Gary R. Little ("Little"), John D. Lutsi ("Lutsi"), Gary J. Morgenthaler ("Morgenthaler"), Robert D. Pavey ("Pavey") and Peter G. Taft ("Taft"), managing members of MMP VII GP, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

2,509,672 shares, except that MMP VII GP, the general partner of Morgenthaler VII, may be deemed to have sole power to dispose of these shares, and Bellas, Little, Lutsi, Morgenthaler, Pavey and Taft, managing members of MMP VII GP, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,509,672

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.4%

12 TYPE OF REPORTING PERSON (See Instructions)

PN

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NAME OF REPORTING PERSONS

1
Morgenthaler Management Partners VII, L.L.C. (“MMP VII GP”)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

SOLE VOTING POWER

2,509,672 shares, all of which are directly owned by Morgenthaler VII. MMP VII GP, the
5 general partner of Morgenthaler VII, may be deemed to have sole power to vote these shares, and
Bellas, Little, Lutsi, Morgenthaler, Pavey and Taft, managing members of MMP VII GP, may be
deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

2,509,672 shares, all of which are directly owned by Morgenthaler VII. MMP VII GP, the
7 general partner of Morgenthaler VII, may be deemed to have sole power to dispose of these
shares, and Bellas, Little, Lutsi, Morgenthaler, Pavey and Taft, managing members of MMP VII
GP, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

2,509,672

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.4%

12 TYPE OF REPORTING PERSON (See Instructions)

OO

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NAME OF REPORTING PERSONS

1
Robert C. Bellas, Jr. ("Bellas")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER

- 0 -

NUMBER OF SHARED VOTING POWER

6 2,509,672 shares, all of which are directly owned by Morgenthaler VII. MMP VII GP is the general partner of Morgenthaler VII, and Bellas, a managing member of MMP VII GP, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

- 0 -

8 SHARED DISPOSITIVE POWER

2,509,672 shares, all of which are directly owned by Morgenthaler VII. MMP VII GP is the general partner of Morgenthaler VII, and Bellas, a managing member of MMP VII GP, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,509,672

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.4%

12 TYPE OF REPORTING PERSON (See Instructions)

IN

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NAME OF REPORTING PERSONS

1
Gary R. Little ("Little")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER

- 0 -

NUMBER OF SHARED VOTING POWER

6 2,509,672 shares, all of which are directly owned by Morgenthaler VII. MMP VII GP is the general partner of Morgenthaler VII, and Little, a managing member of MMP VII GP, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

- 0 -

8 SHARED DISPOSITIVE POWER

2,509,672 shares, all of which are directly owned by Morgenthaler VII. MMP VII GP is the general partner of Morgenthaler VII, and Little, a managing member of MMP VII GP, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,509,672

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.4%

12 TYPE OF REPORTING PERSON (See Instructions)

IN

CUSIP NO. 68234X102 13 G Page 6 of 16

NAME OF REPORTING PERSONS

1
John D. Lutsi (“Lutsi”)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER

- 0 -

NUMBER OF SHARED VOTING POWER

6 2,509,672 shares, all of which are directly owned by Morgenthaler VII. MMP VII GP is the general partner of Morgenthaler VII, and Lutsi, a managing member of MMP VII GP, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

- 0 -

8 SHARED DISPOSITIVE POWER

2,509,672 shares, all of which are directly owned by Morgenthaler VII. MMP VII GP is the general partner of Morgenthaler VII, and Lutsi, a managing member of MMP VII GP, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,509,672

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.4%

12 TYPE OF REPORTING PERSON (See Instructions)

IN

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NAME OF REPORTING PERSONS

1
Gary J. Morgenthaler (“Morgenthaler”)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER
- 0 -

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER
2,509,672 shares, all of which are directly owned by Morgenthaler VII. MMP VII GP is the general partner of Morgenthaler VII, and Morgenthaler, a managing member of MMP VII GP, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER
- 0 -

8 SHARED DISPOSITIVE POWER
2,509,672 shares, all of which are directly owned by Morgenthaler VII. MMP VII GP is the general partner of Morgenthaler VII, and Morgenthaler, a managing member of MMP VII GP, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,509,672

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 8.4%

12 TYPE OF REPORTING PERSON (See Instructions) IN

CUSIP NO. 68234X102 13 G Page 8 of 16

NAME OF REPORTING PERSONS

1
Robert D. Pavey ("Pavey")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER

- 0 -

NUMBER OF SHARED VOTING POWER

6 2,509,672 shares, all of which are directly owned by Morgenthaler VII. MMP VII GP is the general partner of Morgenthaler VII, and Pavey, a managing member of MMP VII GP, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

- 0 -

8 SHARED DISPOSITIVE POWER

2,509,672 shares, all of which are directly owned by Morgenthaler VII. MMP VII GP is the general partner of Morgenthaler VII, and Pavey, a managing member of MMP VII GP, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,509,672

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.4%

12 TYPE OF REPORTING PERSON (See Instructions)

IN

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NAME OF REPORTING PERSONS

1
Peter G. Taft (“Taft”)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2(a) .. (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER
- 0 -

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER
2,509,672 shares, all of which are directly owned by Morgenthaler VII. MMP VII GP is the general partner of Morgenthaler VII, and Taft, a managing member of MMP VII GP, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER
- 0 -

8 SHARED DISPOSITIVE POWER
2,509,672 shares, all of which are directly owned by Morgenthaler VII. MMP VII GP is the general partner of Morgenthaler VII, and Taft a managing member of MMP VII GP, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,509,672

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 8.4%

12 TYPE OF REPORTING PERSON (See Instructions) IN

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NAME OF ISSUER

ITEM 1(A).

OncoMed Pharmaceuticals, Inc.

ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

ITEM 1(B).

800 Chesapeake Drive
Redwood City, CA 94063

NAME OF PERSONS FILING

ITEM 2(A). This Statement is filed by Morgenthaler Partners VII, L.P., a Delaware limited partnership ("Morgenthaler VII"), Morgenthaler Management Partners VII, L.L.C., a Delaware limited liability company ("MMP VII GP"), Robert C. Bellas, Jr. ("Bellas"), Gary R. Little ("Little"), John D. Lutsi ("Lutsi"), Gary J. Morgenthaler ("Morgenthaler"), Robert D. Pavey ("Pavey") and Peter G. Taft ("Taft"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

MMP VII GP, the general partner of Morgenthaler VII, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by Morgenthaler VII. Bellas, Little, Lutsi, Morgenthaler, Pavey and Taft are managing members of MMP VII GP and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by Morgenthaler VII.

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE

The address for each of the Reporting Persons is:

Morgenthaler Ventures
2710 Sand Hill Road, Suite 100
Menlo Park, California 94025

ITEM 2(C) CITIZENSHIP

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Morgenthaler VII is a Delaware limited partnership. MMP VII GP is a Delaware limited liability company. Bellas, Little, Lutsi, Morgenthaler, Pavey and Taft are United States citizens.

TITLE OF CLASS OF SECURITIES

ITEM 2(D)

Common Stock (\$0.001 par value)

ITEM 2(E) CUSIP NUMBER

68234X102

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

Not Applicable.

OWNERSHIP

ITEM 4. Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

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(a) Amount beneficially owned:
See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:
See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:
See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:
See Row 8 of cover page for each Reporting Person.

OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

ITEM 5.

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited partnership agreement of Morgenthaler VII and the

limited liability company agreement of MMP VII GP, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or member, as the case may be.

IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

ITEM 7.

Not applicable.

IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

ITEM 8.

Not applicable.

NOTICE OF DISSOLUTION OF GROUP.

ITEM 9.

Not applicable.

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CERTIFICATION.

ITEM 10.

Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2015

Morgenthaler Partners VII, L.P. /s/ Scott D. Walters
By Morgenthaler Management Partners VII, L.L.C. Scott D. Walters
Its General Partner Attorney-In-Fact

Morgenthaler Management Partners VII, L.L.C. /s/ Scott D. Walters
Scott D. Walters
Attorney-In-Fact

Robert C. Bellas, Jr. /s/ Scott D. Walters
Scott D. Walters
Attorney-In-Fact

Gary R. Little /s/ Scott D. Walters
Scott D. Walters
Attorney-In-Fact

John D. Lutsi /s/ Scott D. Walters
Scott D. Walters
Attorney-In-Fact

Gary J. Morgenthaler /s/ Scott D. Walters
Scott D. Walters
Attorney-In-Fact

Robert D. Pavey /s/ Scott D. Walters
Scott D. Walters
Attorney-In-Fact

Peter G. Taft /s/ Scott D. Walters
Scott D. Walters
Attorney-In-Fact

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EXHIBIT INDEX

Exhibit	Found on
	Sequentially Numbered Page
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Exhibit B: Reference to Scott D. Walters as Attorney-in-Fact	16

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exhibit A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of OncoMed Pharmaceuticals, Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.

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exhibit B

Reference to Scott D. Walters as Attorney-in-Fact

Scott D. Walters has signed the enclosed documents as Attorney-In-Fact. Note that a copy of the applicable Power of Attorney is already on file with the appropriate agencies.