

OncoMed Pharmaceuticals Inc
Form 4
July 23, 2013

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 *
GLAXOSMITHKLINE PLC

(Last) (First) (Middle)

980 GREAT WEST ROAD

(Street)

BRENTFORD,
MIDDLESEX, X0 TW8 9GS

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
OncoMed Pharmaceuticals Inc
[OMED]

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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	07/23/2013		C	1,441,396	A <u>11</u> 1,441,396	I	By Subsidiary (2)
Common Stock	07/23/2013		C	1,166,150	A <u>11</u> 2,607,546	I	By Subsidiary (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

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number.

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series B-2 Preferred Stock ⁽¹⁾	<u>(1)</u>	07/23/2013		C		1,441,396		<u>(3)</u>	<u>(4)</u>	Common Stock	1,441,39
Series B-3 Preferred Stock ⁽¹⁾	<u>(1)</u>	07/23/2013		C		1,166,150		<u>(3)</u>	<u>(4)</u>	Common Stock	1,166,15

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GLAXOSMITHKLINE PLC
980 GREAT WEST ROAD
BRENTFORD, MIDDLESEX, X0 TW8 9GS

X

Signatures

/s/ Simon Dingemans, Chief Financial
Officer

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 B-2 and Series B-3 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.
- (2) Shares of Preferred Stock are held of record by GlaxoSmithKline LLC, which is an indirect wholly-owned subsidiary of Reporting Person.
- (3) The securities are immediately convertible.
- (4) 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.

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