

OncoMed Pharmaceuticals Inc
 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 *
 GLAXOSMITHKLINE PLC

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)
 980 GREAT WEST ROAD
 (Street)

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

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

BRENTFORD,
 MIDDLESEX, X0 TW8 9GS

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

(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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|-------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 07/23/2013 | | C | | 1,441,396 | A | 1,441,396 | I | By Subsidiary (2) |
| Common Stock | 07/23/2013 | | C | | 1,166,150 | A | 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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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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