

OncoMed Pharmaceuticals Inc  
Form SC 13G/A  
February 12, 2019

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. 3)\*

OncoMed Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

68234X102

(CUSIP Number)

December 31, 2018

(Date of Event Which Requires Filing of this Statement)

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

Rule 13d-1(b)

Rule 13d-1(c)

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.

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).

(Continued on following pages)

Page 1 of 15 Pages  
Exhibit Index on Page 13

CUSIP NO. 68234X102 13 G Page 2 of 15 Pages

NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Delphi Ventures VIII, L.P. ("DV VIII")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)  (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

NUMBER OF SOLE VOTING POWER

1,991,602 shares, except that Delphi Management Partners VIII, L.L.C. ("DMP VIII"), the general

SHARES

5 partner of DV VIII, may be deemed to have sole power to vote these shares, and James J. Bochnowski ("Bochnowski"), David L. Douglass ("Douglass"), Douglas A. Roeder ("Roeder"), and Deepika R. Pakianathan, Ph.D. ("Pakianathan"), the managing members of DMP VIII, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

BENEFICIALLY SOLE DISPOSITIVE POWER

7 1,991,602 shares, except that DMP VIII, the general partner of DV VIII, may be deemed to have sole power to dispose of these shares, and Bochnowski, Douglass, Roeder and Pakianathan, the managing members of DMP VIII, may be deemed to have shared power to dispose of these shares.

OWNED BY EACH

REPORTING

8 SHARED DISPOSITIVE POWER

See response to row 7.

PERSON

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,991,602

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.2%

TYPE OF REPORTING PERSON

12

PN

CUSIP NO. 68234X102 13 G Page 3 of 15 Pages

NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Delphi BioInvestments VIII, L.P. ("DBI VIII")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)  (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

NUMBER OF SOLE VOTING POWER

5 18,940 shares, except that DMP VIII, the general partner of DBI VIII, may be deemed to have sole power to vote these shares, and Bochnowski, Douglass, Roeder and Pakianathan, the managing members of DMP VIII, may be deemed to have shared power to vote these shares.

SHARES SHARED VOTING POWER

6 See response to row 5.

SOLE DISPOSITIVE POWER

BENEFICIALLY 7 18,940 shares, except that DMP VIII, the general partner of DBI VIII, may be deemed to have sole power to dispose of these shares, and Bochnowski, Douglass, Roeder and Pakianathan, the managing members of DMP VIII, may be deemed to have shared power to dispose of these shares.

OWNED BY EACH

REPORTING

8 SHARED DISPOSITIVE POWER

See response to row 7.

PERSON

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

18,940

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

0.0%

TYPE OF REPORTING PERSON

12

PN

CUSIP NO. 68234X102 13 G Page 4 of 15 Pages

NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Delphi Management Partners VIII, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)  (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

NUMBER OF SOLE VOTING POWER

2,010,542 shares, of which 1,991,602 are directly owned by DV VIII and 18,940 are directly owned by DBI VIII. DMP VIII, the general partner of DV VIII and DBI VIII, may be deemed to have sole power to vote these shares, and Bochnowski, Douglass, Roeder and Pakianathan, the managing members of DMP VIII, may be deemed to have shared power to vote these shares.

SHARES

6 SHARED VOTING POWER

See response to row 5.

7 SOLE DISPOSITIVE POWER

BENEFICIALLY 2,010,542 shares, of which 1,991,602 are directly owned by DV VIII and 18,940 are directly owned by DBI VIII. DMP VIII, the general partner of DV VIII and DBI VIII, may be deemed to have sole power to dispose of these shares, and Bochnowski, Douglass, Roeder and Pakianathan, the managing members of DMP VIII, may be deemed to have shared power to dispose of these shares.

OWNED BY EACH

REPORTING

8 SHARED DISPOSITIVE POWER

See response to row 7.

PERSON

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,010,542

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

5.2%

TYPE OF REPORTING PERSON

12

OO



CUSIP NO. 68234X102 13 G Page 5 of 15 Pages

NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

James J. Bochnowski

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)  (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

U.S. Citizen

NUMBER OF 5 SOLE VOTING POWER

0 shares

SHARED VOTING POWER

SHARES

6 2,010,542 shares, of which 1,991,602 are directly owned by DV VIII and 18,940 are directly owned by DBI VIII. Bochnowski is a managing member of DMP VIII, the general partner of DV VIII and DBI VIII, and may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

0 shares

BENEFICIALLY

OWNED BY EACH

SHARED DISPOSITIVE POWER

REPORTING

8 2,010,542 shares, of which 1,991,602 are directly owned by DV VIII and 18,940 are directly owned by DBI VIII. Bochnowski is a managing member of DMP VIII, the general partner of DV VIII and DBI VIII, and may be deemed to have shared power to dispose of these shares.

PERSON

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,010,542

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

5.2%

TYPE OF REPORTING PERSON

12

IN

CUSIP NO. 68234X102 13 G Page 6 of 15 Pages

NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

David L. Douglass

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)  (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

U.S. Citizen

NUMBER OF 5 SOLE VOTING POWER

0 shares

SHARED VOTING POWER

SHARES 6

2,010,542 shares, of which 1,991,602 are directly owned by DV VIII and 18,940 are directly owned by DBI VIII. Douglass is a managing member of DMP VIII, the general partner of DV VIII and DBI VIII, and may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

0 shares

BENEFICIALLY

OWNED BY  
EACH

8 SHARED DISPOSITIVE POWER

REPORTING

2,010,542 shares, of which 1,991,602 are directly owned by DV VIII and 18,940 are directly owned by DBI VIII. Douglass is a managing member of DMP VIII, the general partner of DV VIII and DBI VIII, and may be deemed to have shared power to dispose of these shares.

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,010,542

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

5.2%

TYPE OF REPORTING PERSON

12

IN

CUSIP NO. 68234X102 13 G Page 7 of 15 Pages

NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Douglas A. Roeder

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)  (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

U.S. Citizen

NUMBER OF 5 SOLE VOTING POWER

0 shares

SHARED VOTING POWER

SHARES

6 2,010,542 shares, of which 1,991,602 are directly owned by DV VIII and 18,940 are directly owned by DBI VIII. Roeder is a managing member of DMP VIII, the general partner of DV VIII and DBI VIII, and may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

0 shares

BENEFICIALLY

OWNED BY  
EACH

SHARED DISPOSITIVE POWER

REPORTING

8 2,010,542 shares, of which 1,991,602 are directly owned by DV VIII and 18,940 are directly owned by DBI VIII. Roeder is a managing member of DMP VIII, the general partner of DV VIII and DBI VIII, and may be deemed to have shared power to dispose of these shares.

PERSON

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,010,542

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

5.2%

TYPE OF REPORTING PERSON

12

IN

CUSIP NO. 68234X102 13 G Page 8 of 15 Pages

NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Deepika R. Pakianathan, Ph.D.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)  (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

U.S. Citizen

NUMBER OF SOLE VOTING POWER

5 60,000 shares which are issuable pursuant to outstanding options exercisable within 60 days of December 31, 2018.

SHARED VOTING POWER

SHARES

6 2,010,542 shares, of which 1,991,602 are directly owned by DV VIII and 18,940 are directly owned by DBI VIII. Pakianathan is a managing member of DMP VIII, the general partner of DV VIII and DBI VIII, and may be deemed to have shared power to vote these shares.

SOLE DISPOSITIVE POWER

BENEFICIALLY 7 60,000 shares which are issuable pursuant to outstanding options exercisable within 60 days of December 31, 2018.

OWNED BY EACH

SHARED DISPOSITIVE POWER

REPORTING

8 2,010,542 shares, of which 1,991,602 are directly owned by DV VIII and 18,940 are directly owned by DBI VIII. Pakianathan is a managing member of DMP VIII, the general partner of DV VIII and DBI VIII, and may be deemed to have shared power to dispose of these shares.

PERSON

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,070,542

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

5.4%

TYPE OF REPORTING PERSON

12

IN



CUSIP NO. 68234X102 13 G Page 9 of 15 Pages

This Amendment No. 3 amends and restates in its entirety the Schedule 13G previously filed by the Reporting Persons (together with all prior and current amendments thereto, this "Schedule 13G").

ITEM 1(A). NAME OF ISSUER:  
OncoMed Pharmaceuticals, Inc.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:  
800 Chesapeake Drive  
Redwood City, California 94063

NAME OF PERSONS FILING:

This statement is filed by Delphi Ventures VIII, L.P., a Delaware limited partnership ("DV VIII"), Delphi BioInvestments VIII, L.P., a Delaware limited partnership ("DBI VIII"), Delphi Management Partners VIII, L.L.C., a Delaware limited liability company ("DMP VIII") and the general partner of DV VIII and DBI VIII, and James J. Bochnowski ("Bochnowski"), David L. Douglass ("Douglass"), Douglas A. Roeder ("Roeder") and Deepika R. Pakianathan, Ph.D. ("Pakianathan"), the managing members of DMP VIII. The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

DMP VIII is the general partner of DV VIII and DBI VIII and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by DV VIII and DBI VIII. Bochnowski, Douglass, Roeder and Pakianathan are the managing members of DMP VIII and may be deemed to have shared power to vote and shared power to dispose of the shares of the issuer directly owned by DV VIII and DBI VIII.

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR, IF NONE, RESIDENCE:

The address of the principal business office for each of the Reporting Persons is:

Delphi Ventures  
160 Bovet Rd., #408  
San Mateo, CA 94402

ITEM CITIZENSHIP:  
2(C)

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DV VIII and DBI VIII are Delaware limited partnerships. DMP VIII is a Delaware limited liability company. Bochnowski, Douglass, Roeder and Pakianathan are United States citizens.

ITEM 2(D) AND ITEM 2(E).

TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER:

Common Stock  
CUSIP # 68234X102

ITEM 3.

Not Applicable.

CUSIP NO. 68234X102 13 G Page 10 of 15 Pages

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.

(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.

OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

ITEM 6. Under certain circumstances set forth in the limited partnership agreements of each of DV VIII and DBI VIII and the limited liability company agreement of DMP VIII, 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 general partner, limited partner, or member.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not applicable.

IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

ITEM 8.

Not applicable.

NOTICE OF DISSOLUTION OF GROUP:

ITEM 9.

Not applicable.

CERTIFICATION:

ITEM 10. By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**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.

Dated: February 12, 2019

**Entities:**

DELPHI MANAGEMENT  
PARTNERS VIII, L.L.C.

DELPHI VENTURES VIII, L.P.  
DELPHI BIOINVESTMENTS VIII,  
L.P.

By: /s/ Matthew T. Potter  
Matthew T. Potter, Attorney-in-fact  
for above-listed entities\*

**Individuals:**

James J. Bochnowski  
David L. Douglass  
Douglas A. Roeder  
Deepika R. Pakianathan, Ph.D.

By: /s/ Matthew T. Potter  
Matthew T. Potter, Attorney-in-fact  
for above-listed individuals\*

\*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

EXHIBIT INDEX

<u>Exhibit</u>	<u>Found on Sequentially Numbered Page</u>
Exhibit A: Agreement of Joint Filing	14
Exhibit B: Power of Attorney	15

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.



exhibit B

Power of Attorney

Matthew T. Potter has signed this Schedule 13G as Attorney-In-Fact. Note that copies of the applicable Power of Attorney are already on file with the appropriate agencies.