
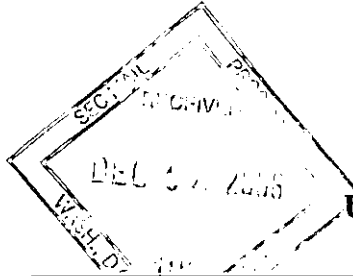


UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
OMB Number: 3235-0076	April 30, 2008
	
06048435	
DATE RECEIVED	

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION



1302573

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
Series B Preferred Stock Financing (including the shares of Class A Common Stock issuable upon conversion of the Series B Preferred Stock).
 Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
 Type of Filing: New Filing **Amendment**

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)
OncoMed Pharmaceuticals, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) 265 N. Whisman Road, Mountain View, CA 94043	Telephone Number (Including Area Code) (650) 938-9400
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) Same	Telephone Number (Including Area Code) Same

Brief Description of Business
Cancer Cell Research

Type of Business Organization
 corporation limited partnership, already formed other (please specify):
 business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month Year Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
 CN for Canada; FN for other foreign jurisdiction)

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GENERAL INSTRUCTIONS

Federal:
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).
When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.
Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.
Filing Fee: There is no federal filing fee.

State:
 This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

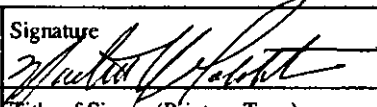
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." **\$43,024,048.00**

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	<input type="checkbox"/> <u>\$0.00</u>	<input type="checkbox"/> <u>\$0.00</u>
Purchase of real estate	<input type="checkbox"/> <u>\$0.00</u>	<input type="checkbox"/> <u>\$0.00</u>
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> <u>\$0.00</u>	<input type="checkbox"/> <u>\$0.00</u>
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> <u>\$0.00</u>	<input type="checkbox"/> <u>\$0.00</u>
Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> <u>\$0.00</u>	<input type="checkbox"/> <u>\$0.00</u>
Repayment of indebtedness	<input type="checkbox"/> <u>\$0.00</u>	<input type="checkbox"/> _____
Working capital	<input type="checkbox"/> <u>\$0.00</u>	<input checked="" type="checkbox"/> <u>\$43,024,048.00</u>
Other (specify): _____ _____	<input type="checkbox"/> <u>\$0.00</u>	<input type="checkbox"/> <u>\$0.00</u>
Column Totals	<input type="checkbox"/> <u>\$0.00</u>	<input checked="" type="checkbox"/> <u>\$43,024,048.00</u>
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> <u>\$43,024,048.00</u>	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) OncoMed Pharmaceuticals, Inc.	Signature 	Date November 27, 2006
Name of Signer (Print or Type) Martin Goldstein	Title of Signer (Print or Type) Assistant Secretary	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)