

OncoMed Pharmaceuticals

(OMED-NASDAQ)

Stock Rating: Outperform Industry Rating: Outperform

Encouraging Progress Across Multiple Cancer Therapeutic Programs

Event

OncoMed reported 3Q13 operating results earlier today, with an update on key initiatives. The net loss per share of \$0.15 was wider than consensus of a \$0.02 loss, and OMED ended 3Q13 with \$128.6 million in cash. Collaboration revenues in 3Q13 were \$12.9 million, up from \$7.7 million in 3Q12. With the primary focus on the company's cancer therapeutics targeting the Notch and Wnt pathways, OMED highlighted recent data presentations for four of the company's five clinical-stage programs at major medical conferences, with safety and anti-tumor activity data presented for demcizumab (anti-DLL4), vantictumab (anti-Fzd7), OMP-52M51 (anti-Notch1), and OMP-54F28 (FZD8-Fc). OMED also highlighted its plan to have at least 11 clinical trials under way by year-end 2013 and noted two recently initiated phase 1b trials: demcizumab in combination with paclitaxel in platinum-resistant ovarian cancer and vantictumab in combination with paclitaxel in breast cancer. Other highlights included the issuance of three US patents related to vantictumab and antibodies targeting the RSPO-LGR pathway, as well as the MabTrap antibody display technology.

Impact & Analysis

We are maintaining our Outperform rating on shares of OncoMed following 3Q13 results. We continue to believe that significant upside potential from current valuation levels exists on prospects for lead anti-DLL4 antibody demcizumab in NSCLC and pancreatic cancer alone, while phase 2 proof-of-concept data across 11 studies spanning multiple cancer indications are expected by 2016.

Valuation & Recommendation

We arrive at our \$32 price target by applying a 20x multiple on 2020 EPS estimate of \$6.65 and discounting at 30%. We rate OMED shares Outperform.

November 12, 2013

Jim Birchenough, M.D.

415-591-2129

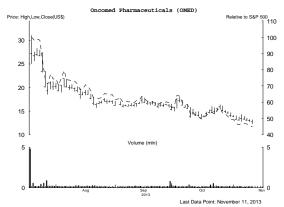
BMO Capital Markets Corp jim.birchenough@bmo.com

Chuck Whitesell / Nick Abbott, PhD BMO Capital Markets Corp 212-885-4120 / 206-542-2492 charles.whitesell@bmo.com / nicholas.abbott@bmo.com

Securities Info

Price (11-Nov)	\$12.76	Target Price	\$32.00
52-Wk High/Low	\$31/\$12	Dividend	
Mkt Cap (mm)	\$287	Yield	
Shs O/S (mm, BASIC)	22.5	Float O/S (mm)	5.4
Options O/S (mm)	NA	ADVol (30-day, 000s)	145
Mkt Cap (mm) Shs O/S (mm, BASIC)	\$287 22.5	Yield Float O/S (mm)	5.

Price Performance



Valuation/Financial Data

(FY-Dec.)	2011A	2012A	2013E	2014E					
EPS GAAP	-\$15.40	-\$1.00	-\$1.32↓	-\$1.43					
P/E			nm	nm					
First Call Cons.			-\$0.67	-\$0.80					
FCF	na	na	na	na					
P/FCF			na	na					
EBITDA (\$mm)	-\$15	-\$22	-\$39	-\$44					
EV/EBITDA			nm	nm					
Rev. (\$mm)	\$31	\$25	\$19	\$47					
EV/Rev			7.6x	3.1x					
Quarterly EPS	1Q	2Q	3Q	4Q					
2012A	na	na	na	na					
2013E	-\$0.16A	-\$0.43A	-\$0.15A	-\$0.57					
Balance Sheet Dat	Balance Sheet Data (31-Mar)								
Net Debt (\$mm)	-\$144	TotalDeb	t/EBITDA	nm					
Total Debt (\$mm)	\$0	EBITDA/	IntExp	na					
Net Debt/Cap.	nm	Price/Book '		-0.1x					
Notes O and FDO and a few all and a few all all all and									

Notes: Quarterly EPS may not sum due to share count. All values in US\$.

Source: BMO Capital Markets estimates, Bloomberg, Thomson Reuters, and IHS Global Insight.

Changes

Annual EPS 2013E -\$0.77 to -\$1.32

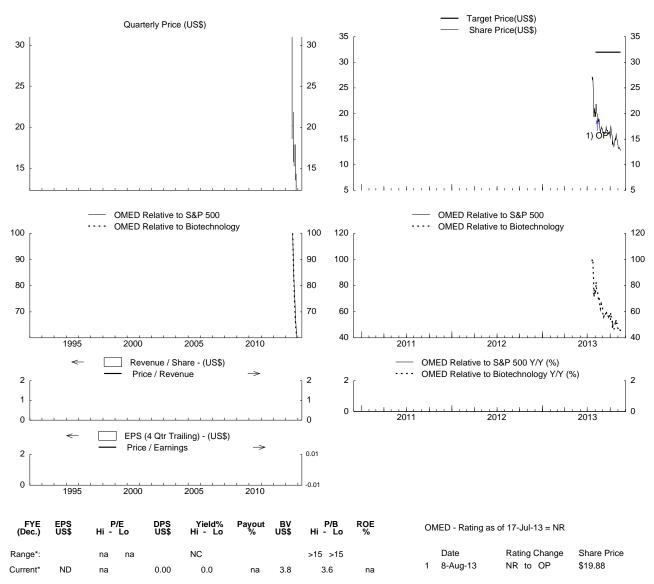
Exhibit 1: OMED Income Statement 2012A-2020E

INCOME STATEMENT (\$M)	2012A		10/13A	2Q13A	4	3Q13A		4Q13E	2013E	``	2014E	2015E		2016E	2017E	2018E	Ш	2019E	7	2020E
REVENUES	(•		•			•		(•		•	•		•				(
Product Revenues Collaborative Revenues/Milestones	5 - 24.7	9	29	.,	50 50	12.9	s)		18.8	9	47.0	æ . ₹	- \$	50.0	30.0	.	* 1122 -	364.2	:	520.2
TOTAL REVBNJES	\$ 24.7	∽	2.9	s,	S	12.9	ا د	ŀ	\$ 18.8	⇔	47.0	\$ 46	48.0	20.0	\$ 30.0	· \$	1122 \$	364.2	\$	520.2
EXPENSES (GAAP)	,	•			,		,			•			•							
Cost of Goods Sold (CC3S) R&D Expense	- 36:0	69	- 6	ъ •	- 10.5	13.1	⊌ _	- 14.0	- 47.1	()	72.0	. <u>5</u>	- \$	120.0	\$ - 119.9	& (<u>)</u>	0.2	120.0	₩	120.0
SG&A Expense	7.2		2.0		20	3.2	ا	3.5	10.7		19.0	2	0:	34.7	43.0		51.0	59.0		6.99
TOTAL EXPENSES	47.1		11.6		12.4	16.4	4	17.5	27.8		91.0	135.0	0.	154.7	162.9	11	171.2	179.7		187.9
Operating Income	(22.4)		(8.6)		(3.5)	(3.5)	ا <u>چ</u> ا ا	(17.5)	(39.1)		(44.0)	0.78)	<u>(0</u> :	(104.7)	(132.9)	(5)	29.0)	184.5		332.3
Depreciation and Amortization	•				ا .	•			•		•	•		•	•					•
EBT	(22.4)		(8.6)		(9.5)	(3.5)	<u>(C</u>	(17.5)	(39.1)		(44.0)	(8)	(87.0)	(104.7)	(132.9)		(29.0)	184.5		332.3
Interest Income	0.1		0.0			•		0.3	0.3		6.0		0.7	0.5	0.3		0.1	0.7		2.9
Interest Expense	(0:0)		5.0		(0.1)	•							3				3			Ĉ
Orner Expense Interest and Cher (net)	\$ 0.1	€9	5.0	8	(0.1)	' '	€	0.3	\$ 5.2	s	- 0.9	s) S	(0.1) 0.6	- 0.5	\$ 0.3	9	0.0	- 0.7	()	(0.3)
Pre-TaxIncome	(22.2)		(3.6)		(9:6)	(3.5)	(C	(17.2)	(33.9)		(43.0)	8	(86.3)	(104.2)	(132.6)		(29:0)	185.2		335.0
Income Taxes	1							•	1				_	•	1		-	1		1
Net Income (GAAP)	(22.2)		(3.6)		(9:6)	(3.5)	<u>(6</u>	(17.2)	(33.9)		(43.0)	<u> </u>	(86.3)	(104.2)	(132.6)		(29.0)	185.2		335.0
EPS (GAAP) (besic)	\$ (1.00)	89	(0.16)	9	(0.43) \$	(0.15)	3)	(0.62)	\$ (1.36)	↔	(1.53)	\$ (2)	(5.69)	(2.85)	\$ (3.17)	မှာ	(1.31)	3.88	()	6.95
EPS (GAAP) (diluted)	\$ (1.00)	\$	(0.16)	0) \$	(0.43)	\$ (0.15)	\$ (9	(0.57)	\$ (1.32)	\$	(1.43)	\$ (2.	(2.52)	(2.70)	\$ (3.01)	\$ (1	(52)	3.71	\$	6.65
Total of Reconciliation Items	4.4		0.2		0.3	20	0	20	4.5		8.0	~	8.0	8.0	8.0		8.0	8.0		8.0
Net Income (Non-GAAP)	\$ (27.4)	↔	(3.4)	9	(9.4)	\$ (1.5)	\$ (c	(15.2)	\$ (29.4)	⇔	(32:0)	\$	78.3)	(96.2)	\$ (124.6)	₩	(21.0)	193.2	₩	343.0
Impact of Adjustments to EPS	4.12		0.01	0	0:01	0.09	•	0.07	0.18		0.27	Ö	0.24	0.21	0.18		0.16	0.16		0.16
EPS (Non-GAAP) (basid)	\$ (14.13)	8	(0.15)	9	(0.42)	\$ (0.07)		(0.54)	\$ (1.18)	⇔	(1.25)	\$ (2.	(2.44) \$	(2.63)	\$ (2.98)	₩	(1.14)	4.04	₩	7.12
EPS (Non-GAAP) (diluted)	\$ (14.13)	₩.	(0.15)	9	(0.42)	\$ (0.07)	. 8	(0.51)	\$ (1.14)	69	(1.16)	\$ (2.	\$ (5.29)	(2.49)	\$ (2.83)	မာ	(1.09)	3.87	₩	6.81
Weighted average shares outstanding (basic) Weighted average shares outstanding (diluted)	222		22.3	(4 (4	223 223	225	10.10	27.9	23.7		30.1	ਲੈਲੈ	32.1	36.7	42.4	4 4	46.5	49.9		48.2

Source: Company reports and BMO Capital Markets

Page 2 November 12, 2013

Oncomed Pharmaceuticals (OMED)



Last Price (November 11, 2013): \$12.76 Sources: IHS Global Insight, Thomson Reuters, BMO Capital Markets.

November 12, 2013 Page 3

^{*} Current EPS is the 4 Quarter Trailing to Q1/2013.
* Valuation metrics are based on high and low for the fiscal year.
* Range indicates the valuation range for the period presented above.

Important Disclosures

Analyst's Certification

I, Jim Birchenough, M.D., hereby certify that the views expressed in this report accurately reflect my personal views about the subject securities or issuers. I also certify that no part of my compensation was, is, or will be, directly or indirectly, related to the specific recommendations or views expressed in this report.

Analysts who prepared this report are compensated based upon (among other factors) the overall profitability of BMO Capital Markets and their affiliates, which includes the overall profitability of investment banking services. Compensation for research is based on effectiveness in generating new ideas and in communication of ideas to clients, performance of recommendations, accuracy of earnings estimates, and service to clients.

Analysts employed by BMO Nesbitt Burns Inc. and/or BMO Capital Markets Ltd. are not registered as research analysts with FINRA. These analysts may not be associated persons of BMO Capital Markets Corp. and therefore may not be subject to the NASD Rule 2711 and NYSE Rule 472 restrictions on communications with a subject company, public appearances, and trading securities held by a research analyst account.

Company Specific Disclosure

Disclosure 1: BMO Capital Markets has undertaken an underwriting liability with respect to this issuer within the past 12 months.

Disclosure 2: BMO Capital Markets has provided investment banking services with respect to this issuer within the past 12 months.

Disclosure 3: BMO Capital Markets has managed or co-managed a public offering of securities with respect to this issuer within the past 12 months.

Disclosure 4: BMO Capital Markets or an affiliate has received compensation for investment banking services from this issuer within the past 12 months.

Disclosure 6: This issuer is a client (or was a client) of BMO Nesbitt Burns Inc., BMO Capital Markets Corp., BMO CM Ltd. or an affiliate within the past 12 months: Investment Banking Services.

Methodology and Risks to Our Price Target/Valuation

Methodology: We arrive at our price target by applying a 20x multiple to our 2020 GAAP EPS estimate of \$6.65 and discounting at 30%.

Risks: There are a number of risks associated with investment in biotechnology companies. These risks include, but are not limited to, risk of clinical trial delay or failure, adverse regulatory decisions including product non-approval, unanticipated adverse effects of drugs which may result in removal from market, risk of manufacturing difficulties, capital market risk which may impair the ability to fund product discovery, research, regulatory filing, manufacture and/or commercialization, risk in attaining and retaining appropriate development or commercial partners, lower-than-expected product adoption, difficulties in gaining appropriate reimbursement for products from payors, unforeseen generic and branded competition, risk to patents being invalidated, and failure to meet earnings and revenue expectations.

Distribution of Ratings (September 30, 2013)

Rating Category	BMO Rating	BMOCM US Universe*	BMOCM US IB Clients**	BMOCM US IB Clients***	BMOCM Universe****	BMOCM IB Clients****	Starmine Universe
Buy	Outperform	35.8%	20.3%	47.8%	36.7%	48.3%	52.6%
Hold	Market Perform	59.4%	13.1%	51.1%	56.9%	50.2%	41.7%
Sell	Underperform	4.9%	3.4%	1.1%	6.4%	1.5%	5.6%

- * Reflects rating distribution of all companies covered by BMO Capital Markets Corp. equity research analysts.
- ** Reflects rating distribution of all companies from which BMO Capital Markets Corp. has received compensation for Investment Banking services as percentage within ratings category.
- *** Reflects rating distribution of all companies from which BMO Capital Markets Corp. has received compensation for Investment Banking services as percentage of Investment Banking clients.
- **** Reflects rating distribution of all companies covered by BMO Capital Markets equity research analysts.
- ***** Reflects rating distribution of all companies from which BMO Capital Markets has received compensation for Investment Banking services as percentage of Investment Banking clients.

Rating and Sector Key (as of April 5, 2013)

We use the following ratings system definitions:

OP = Outperform - Forecast to outperform the analyst's coverage universe on a total return basis;

Mkt = Market Perform - Forecast to perform roughly in line with the analyst's coverage universe on a total return basis;

(S) = Speculative investment;

NR = No rating at this time; and

 $R = Restricted - Dissemination \ of \ research \ is \ currently \ restricted.$

BMO Capital Markets' seven Top 15 lists guide investors to our best ideas according to different objectives (CDN Large Cap, CDN Small Cap, US Large Cap, US Small Cap, Income, CDN Quant, and US Quant have replaced the Top Pick rating).

Prior BMO Capital Markets Rating System (January 4, 2010 – April 4, 2013):

 $http://researchglobal.bmocapital markets.com/documents/2013/prior_rating_system.pdf$

Page 4 • November 12, 2013

Other Important Disclosures

For Other Important Disclosures on the stocks discussed in this report, please go to http://researchglobal.bmocapitalmarkets.com/Public/Company_Disclosure_Public.aspx or write to Editorial Department, BMO Capital Markets, 3 Times Square, New York, NY 10036 or Editorial Department, BMO Capital Markets, 1 First Canadian Place, Toronto, Ontario, M5X 1H3.

Dissemination of Research

BMO Capital Markets Equity Research is available via our website https://research-ca.bmocapitalmarkets.com/Public/Secure/Login.aspx?ReturnUrl=/Member/Home/ResearchHome.aspx. Institutional clients may also receive our research via Thomson Reuters, Bloomberg, FactSet, and Capital IQ. Research reports and other commentary are required to be simultaneously disseminated internally and externally to our clients.

Conflict Statement

A general description of how BMO Financial Group identifies and manages conflicts of interest is contained in our public facing policy for managing conflicts of interest in connection with investment research, which is available at http://researchglobal.bmocapitalmarkets.com/Public/Conflict_Statement_Public.aspx.

General Disclaimer

"BMO Capital Markets" is a trade name used by the BMO Investment Banking Group, which includes the wholesale arm of Bank of Montreal and its subsidiaries BMO Nesbitt Burns Inc., BMO Capital Markets Ltd. in the U.K. and BMO Capital Markets Corp. in the U.S. BMO Nesbitt Burns Inc., BMO Capital Markets Ltd. and BMO Capital Markets Corp are affiliates. Bank of Montreal or its subsidiaries ("BMO Financial Group") has lending arrangements with, or provide other remunerated services to, many issuers covered by BMO Capital Markets. The opinions, estimates and projections contained in this report are those of BMO Capital Markets as of the date of this report and are subject to change without notice. BMO Capital Markets endeavours to ensure that the contents have been compiled or derived from sources that we believe are reliable and contain information and opinions that are accurate and complete. However, BMO Capital Markets makes no representation or warranty, express or implied, in respect thereof, takes no responsibility for any errors and omissions contained herein and accepts no liability whatsoever for any loss arising from any use of, or reliance on, this report or its contents. Information may be available to BMO Capital Markets or its affiliates that is not reflected in this report. The information in this report is not intended to be used as the primary basis of investment decisions, and because of individual client objectives, should not be construed as advice designed to meet the particular investment needs of any investor. This material is for information purposes only and is not an offer to sell or the solicitation of an offer to buy any security. BMO Capital Markets or its affiliates will buy from or sell to customers the securities of issuers mentioned in this report on a principal basis. BMO Capital Markets or its affiliates, officers, directors or employees have a long or short position in many of the securities discussed herein, related securities or in options, futures or other derivative instruments based thereon. The reader should assume that BMO Capital Markets or its affiliates may have a conflict of interest and should not rely solely on this report in evaluating whether or not to buy or sell securities of issuers discussed herein.

Additional Matters

To Canadian Residents: BMO Nesbitt Burns Inc., affiliate of BMO Capital Markets Corp., furnishes this report to Canadian residents and accepts responsibility for the contents herein subject to the terms set out above. Any Canadian person wishing to effect transactions in any of the securities included in this report should do so through BMO Nesbitt Burns Inc.

The following applies if this research was prepared in whole or in part by Andrew Breichmanas, Tony Robson, or Edward Sterck: This research is not prepared subject to Canadian disclosure requirements. This research is prepared by BMO Capital Markets Limited and subject to the regulations of the Financial Conduct Authority (FCA) in the United Kingdom. FCA regulations require that a firm providing research disclose its ownership interest in the issuer that is the subject of the research if it and its affiliates own 5% or more of the equity of the issuer. Canadian regulations require that a firm providing research disclose its ownership interest in the issuer that is the subject of the research if it and its affiliates own 1% or more of the equity of the issuer that is the subject of the research. Therefore BMO Capital Markets Limited will only disclose its and its' affiliates ownership interest in the subject issuer if such ownership exceeds 5% of the equity of the issuer.

To U.S. Residents: BMO Capital Markets Corp. and/or BMO Nesbitt Burns Securities Ltd., affiliates of BMO NB, furnish this report to U.S. residents and accept responsibility for the contents herein, except to the extent that it refers to securities of Bank of Montreal. Any U.S. person wishing to effect transactions in any security discussed herein should do so through BMO Capital Markets Corp. and/or BMO Nesbitt Burns Securities Ltd.

To U.K. Residents: In the UK this document is published by BMO Capital Markets Limited which is authorised and regulated by the Financial Conduct Authority. The contents hereof are intended solely for the use of, and may only be issued or passed on to, (I) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or (II) high net worth entities falling within Article 49(2)(a) to (d) of the Order (all such persons together referred to as "relevant persons"). The contents hereof are not intended for the use of and may not be issued or passed on to, retail clients.

Page 5 • November 12, 2013

ADDITIONAL INFORMATION IS AVAILABLE UPON REQUEST

BMO Financial Group (NYSE, TSX: BMO) is an integrated financial services provider offering a range of retail banking, wealth management, and investment and corporate banking products. BMO serves Canadian retail clients through BMO Bank of Montreal and BMO Nesbitt Burns. In the United States, personal and commercial banking clients are served by BMO Harris Bank N.A., Member FDIC. Investment and corporate banking services are provided in Canada and the US through BMO Capital Markets.

BMO Capital Markets is a trade name used by BMO Financial Group for the wholesale banking businesses of Bank of Montreal, BMO Harris Bank N.A, BMO Ireland Plc, and Bank of Montreal (China) Co. Ltd. and the institutional broker dealer businesses of BMO Capital Markets Corp. (Member SIPC), BMO Nesbitt Burns Securities Limited (Member SIPC) and BMO Capital Markets GKST Inc. (Member SIPC) in the U.S., BMO Nesbitt Burns Inc. (Member Canadian Investor Protection Fund) in Canada, Europe and Asia, BMO Capital Markets Limited in Europe, Asia and Australia and BMO Advisors Private Limited in India. "Nesbitt Burns" is a registered trademark of BMO Nesbitt Burns Corporation Limited, used under license. "BMO Capital Markets" is a trademark of Bank of Montreal, used under license.

® Registered trademark of Bank of Montreal in the United States, Canada and elsewhere. TM Trademark Bank of Montreal

©COPYRIGHT 2013 BMO CAPITAL MARKETS CORP.

A member of **BMO** Financial Group

Page 6 • November 12, 2013