

FIVE PRIME THERAPEUTICS INC
 Form 3
 September 12, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â Borges Luis (Last) (First) (Middle) TWO CORPORATE DRIVE (Street) SOUTH SAN FRANCISCO, CA 94080 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/08/2016	3. Issuer Name and Ticker or Trading Symbol FIVE PRIME THERAPEUTICS INC [FPRX]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP, Research	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	66,622	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

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				Shares		(I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (1)	05/13/2024	Common Stock	16,000	\$ 13.47	D	Â
Employee Stock Option (right to buy)	Â (2)	08/17/2025	Common Stock	20,000	\$ 19.25	D	Â
Employee Stock Option (right to buy)	Â (3)	08/25/2026	Common Stock	17,000	\$ 43.71	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Borges Luis TWO CORPORATE DRIVE SOUTH SAN FRANCISCO, CA 94080	Â	Â	Â SVP, Research	Â

Signatures

/s/ Francis Sarena,
Attorney-in-fact

09/12/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- One fourth (1/4th) of the shares underlying the option vested on May 12, 2015, and the remainder of the shares underlying the option vest
- (1) at a rate of one forty-eighth (1/48th) per month thereafter, provided the reporting person remains employed by Five Prime Therapeutics, Inc. (the "Company") through each such date.
 - (2) One forty-eighth (1/48th) of the shares underlying the option vest monthly beginning September 17, 2015, provided the reporting person remains employed by the Company through each such date.
 - (3) One forty-eighth (1/48th) of the shares underlying the option vest monthly beginning September 25, 2016, provided the reporting person remains employed by the Company through each such date.

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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