

FIVE PRIME THERAPEUTICS INC

Form 3

June 24, 2015

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 *

Wong Brian Russell

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

06/12/2015

3. Issuer Name and Ticker or Trading Symbol

FIVE PRIME THERAPEUTICS INC [FPRX]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

SVP, Research

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting Person

C/O FIVE PRIME

THERAPEUTICS, INC., TWO

CORPORATE DRIVE

(Street)

SOUTH SAN

FRANCISCO, CA 94080

(City)

(State)

(Zip)

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

22,738 ⁽¹⁾

D

A

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

5.

Ownership

Form of

Derivative

Security:

6. Nature of Indirect

Beneficial Ownership

(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (2)	02/12/2019	Common Stock	338	\$ 4.56	D	Â
Employee Stock Option (right to buy)	Â (2)	07/28/2020	Common Stock	11,788	\$ 6.89	D	Â
Employee Stock Option (right to buy)	Â (3)	07/13/2021	Common Stock	9,756	\$ 8.49	D	Â
Employee Stock Option (right to buy)	Â (4)	07/15/2022	Common Stock	32,520	\$ 5.54	D	Â
Employee Stock Option (right to buy)	Â (5)	07/18/2023	Common Stock	20,324	\$ 7.26	D	Â
Employee Stock Option (right to buy)	Â (6)	08/21/2024	Common Stock	20,000	\$ 11.14	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wong Brian Russell C/O FIVE PRIME THERAPEUTICS, INC. TWO CORPORATE DRIVE SOUTH SAN FRANCISCO, CA 94080	Â	Â	Â SVP, Research	Â

Signatures

/s/ Marc Belsky,
Attorney-in-Fact

06/22/2015

__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).

- (1) Includes 4,640 shares of restricted stock, which will vest fully on January 3, 2017, provided the reporting person remains employed by the Company through such date.
- (2) This option is fully vested and immediately exercisable.
- (3) This option began vesting on August 14, 2011, at a rate of 1/48th per month.
- (4) This option began vesting on August 12, 2012, at a rate of 1/48th per month.
- (5) This option began vesting on August 19, 2013, at a rate of 1/48th per month.
- (6) This option began vesting on September 22, 2014, at a rate of 1/48th per month.

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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