

FIVE PRIME THERAPEUTICS INC

Form 4

January 29, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sarena Francis Willard

(Last) (First) (Middle)

C/O FIVE PRIME
THERAPEUTICS, INC., TWO
CORPORATE DRIVE

(Street)

SOUTH SAN
FRANCISCO, CA 94080

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
FIVE PRIME THERAPEUTICS
INC [FPRX]

3. Date of Earliest Transaction
(Month/Day/Year)
01/27/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP, Gen Counsel & Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	01/27/2016		M		9,479	A \$ 11.14	93,049	D	
Common Stock	01/27/2016		S ⁽¹⁾		6,895	D \$ 35.55 ⁽²⁾	86,154	D	
Common Stock	01/27/2016		S ⁽¹⁾		2,584	D \$ 36.13 ⁽³⁾	83,570	D	
	01/27/2016		M		3,791	A	87,361	D	

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Common Stock						\$ 10.77		
Common Stock	01/27/2016	S ⁽¹⁾	3,791	D		\$ 35.31 (4)	83,570	D
Common Stock	01/27/2016	M	7,449	A		\$ 7.26	91,019	D
Common Stock	01/27/2016	S ⁽¹⁾	7,449	D		\$ 35.11 (5)	83,570	D
Common Stock	01/27/2016	M	7,768	A		\$ 5.54	91,338	D
Common Stock	01/27/2016	S ⁽¹⁾	7,768	D		\$ 34.73 (6)	83,570	D
Common Stock	01/27/2016	M	1,513	A		\$ 8.49	85,083	D
Common Stock	01/27/2016	S ⁽¹⁾	1,513	D		\$ 35	83,570	D
Common Stock							83,834 (7)	D

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option	\$ 11.14	01/27/2016		M	9,479	(8) 08/21/2024	Common Stock	9,479

(right to
buy)Employee
Stock

Option	\$ 10.77	01/27/2016	M	3,791	<u>(9)</u>	11/04/2023	Common Stock	3,791
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Employee
Stock

Option	\$ 7.26	01/27/2016	M	7,449	<u>(10)</u>	07/18/2023	Common Stock	7,449
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Employee
Stock

Option	\$ 5.54	01/27/2016	M	7,768	<u>(11)</u>	07/15/2022	Common Stock	7,768
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Employee
Stock

Option	\$ 8.49	01/27/2016	M	1,513	<u>(12)</u>	07/13/2021	Common Stock	1,513
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
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Sarena Francis Willard
C/O FIVE PRIME THERAPEUTICS, INC.
TWO CORPORATE DRIVE
SOUTH SAN FRANCISCO, CA 94080

EVP, Gen Counsel & Secretary

Signatures

/s/ Marc Belsky, 01/29/2016
Attorney-in-Fact

 Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 27, 2015.

(2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$35.02 to \$36.01, inclusive. The reporting person undertakes to provide to Five Prime Therapeutics, Inc. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (3), (4), (5) and (6) to this Form 4.

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- (3) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$36.02 to \$36.71, inclusive.
- (4) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$34.85 to \$35.76, inclusive.
- (5) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$34.83 to \$35.49, inclusive.
- (6) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$34.16 to \$35.01, inclusive.
- (7) Includes 264 shares granted to the reporting person by the Company pursuant to a company match under the Company's 401(k) plan.
- (8) This option began vesting on September 22, 2014, at a rate of 1/48th per month.

The option was vested with respect to one sixteenth of the shares underlying the option on the date of the grant, November 5, 2013. The
- (9) remainder of the shares underlying the option vest at a rate of 1/48th of the total number of shares underlying the option per month beginning November 19, 2013.
- (10) This option began vesting on July 19, 2013, at a rate of 1/48th per month.
- (11) This option began vesting on July 12, 2012, at a rate of 1/48th per month.
- (12) This option began vesting on July 14, 2011, 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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