

FIVE PRIME THERAPEUTICS INC

Form 4

April 08, 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 *
Belsky Marc

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
TWO CORPORATE DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/06/2016

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Senior Vice President and CFO

SOUTH SAN
FRANCISCO, CA 94080

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

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 04/06/2016 | | M | | 351 | A | \$ 4.56 | 81,278 | D |
| Common Stock | 04/06/2016 | | M | | 11,382 | A | \$ 6.89 | 92,660 | D |
| Common Stock | 04/06/2016 | | M | | 8,943 | A | \$ 8.49 | 101,603 | D |
| Common Stock | 04/06/2016 | | M | | 138 | A | \$ 5.54 | 101,741 | D |
| Common Stock | 04/06/2016 | | S ⁽¹⁾ | | 20,814 | D | \$ 45.04 | 80,927 | D |

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(2)

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) | |
|---|--|---|---|--------------------------------------|--|--|--------------------|---|-------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 4.56 | 04/06/2016 | | M | 351 | <u>(3)</u> | 10/20/2019 | Common Stock | 351 |
| Employee Stock Option (right to buy) | \$ 6.89 | 04/06/2016 | | M | 11,382 | <u>(3)</u> | 07/28/2020 | Common Stock | 11,382 |
| Employee Stock Option (right to buy) | \$ 8.49 | 04/06/2016 | | M | 8,943 | <u>(3)</u> | 07/13/2021 | Common Stock | 8,943 |
| Employee Stock Option (right to buy) | \$ 5.54 | 04/06/2016 | | M | 138 | <u>(4)</u> | 07/15/2022 | Common Stock | 138 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Belsky Marc
TWO CORPORATE DRIVE
SOUTH SAN FRANCISCO, CA 94080

Senior Vice President and CFO

Signatures

/s/ Francis Sarena,
Attorney-in-fact

04/08/2016

__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 10b5-1 trading plan adopted by the reporting person on November 30, 2015.
The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from 45.00 to \$45.16, 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 this footnote 2 to this Form 4.
- (2) This option is fully vested and immediately exercisable.
- (3) This option began vesting on July 12, 2012 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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