

FIVE PRIME THERAPEUTICS INC

Form 4

February 09, 2017

**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

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Knickerbocker Aron 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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/07/2017

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

TWO CORPORATE DRIVE

Chief Operating Officer

(Street)

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

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

SOUTH SAN  
FRANCISCO, CA 94080

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------|--|--|--|---|
| Common<br>Stock                       | 02/07/2017                              |   | A                        | (A)<br>or<br>(D)<br>Amount<br>(1)<br>9,516                                 | \$ 0 184,557 (2)   | D  |   |
| Common<br>Stock                       | 02/07/2017                              |   | A                        | (A)<br>or<br>(D)<br>Amount<br>(3)<br>5,323                                 | \$ 0 189,881   | D  |   |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

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**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)       | \$ 45.38   | 02/07/2017                           |  | A                              |   | 36,920   |     | <u>(4)</u>  | 02/06/2027      | Common Stock | 36,920                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| Knickerbocker Aron Marc<br>TWO CORPORATE DRIVE<br>SOUTH SAN FRANCISCO, CA 94080 | X Chief Operating Officer        |

## Signatures

/s/ Francis Sarena,  
Attorney-in-fact

02/09/2017

\_\_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).
- Represents shares of restricted stock, which will vest according to the following schedule: one-third (1/3) of the restricted stock will vest
- (1) on each of February 5, 2018, 2019 and 2020, provided the reporting person provides services to Five Prime Therapeutics, Inc. through each such date.
  - (2) The reporting person transferred 770 shares of common stock to his ex-wife pursuant to a domestic relations order. The reporting person no longer reports as beneficially owned any securities owned by his ex-wife.
- Represents shares of restricted stock, which will vest according to the following schedule: one-third (1/3) of the restricted stock will vest
- (3) on February 5, 2019 and two-thirds (2/3) of the restricted stock will vest on February 5, 2020, provided the reporting person provides services to Five Prime Therapeutics, Inc. through each such date.
  - (4) The shares underlying the option vest at a rate of one forty-eighth (1/48th) per month beginning on March 7, 2017, provided the reporting person provides services to Five Prime Therapeutics, Inc. 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.