

Knickerbocker Aron Marc
Form 4
August 08, 2018

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 *
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)
111 OYSTER POINT
BOULEVARD

3. Date of Earliest Transaction
(Month/Day/Year)
08/07/2018

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

(Street)
SOUTH SAN
FRANCISCO, CA 94080

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

(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) |
|---------------------------------------|---|---|---|---|--|---|--|
| Common Stock | 08/07/2018 | | M | 500 A \$ 11.14 | 191,867 | D | |
| Common Stock | 08/08/2018 | | M | 500 A \$ 11.14 | 192,367 | D | |
| Common Stock | | | | | 14,238 | I | By the Aron M. Knickerbocker Revocable Trust |

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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. Filing Date |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | | | | | |
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 11.14 | 08/07/2018 | | M | 500 | <u>(1)</u> 08/21/2024 | Common Stock | 500 |
| Employee Stock Option (right to buy) | \$ 11.14 | 08/08/2018 | | M | 500 | <u>(1)</u> 08/21/2024 | Common Stock | 500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Knickerbocker Aron Marc 111 OYSTER POINT BOULEVARD SOUTH SAN FRANCISCO, CA 94080 | X | | President & CEO | |

Signatures

/s/ Francis Sarena,
Attorney-in-fact

08/08/2018

____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 shares underlying the option vest at a rate of one forty-eighth (1/48th) per month following August 22, 2014, provided the reporting person provides services to Five Prime Therapeutics, Inc. through each such date.

Since the reporting person's last exercise of this option, the reporting person transferred to his ex-wife an employee stock option to

- (2) purchase 3,850 shares of FPRX common stock pursuant to a domestic relations order. The reporting person no longer reports as beneficially owned any securities owned by his ex-wife.

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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