

FIVE PRIME THERAPEUTICS INC

Form 4

February 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 *
Williams Lewis T

(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)
02/04/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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(A) or Disposed of (D) Code (Instr. 8)	4. Securities Acquired (Instr. 3, 4 and 5) (A) or (D)	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	02/04/2016		M	35,615	A \$ 4.56	375,967	D
Common Stock	02/04/2016		S ⁽¹⁾	20,086	D \$ 32.79	355,881	D
Common Stock	02/04/2016		S ⁽¹⁾	11,800	D \$ 33.83	344,081	D
	02/04/2016		S ⁽¹⁾	3,729	D	340,352	D

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Common Stock						\$ 34.84 (4)		
Common Stock	02/04/2016		M	35,614	A	\$ 4.56	375,966	D
Common Stock	02/04/2016		S(1)	18,557	D	\$ 32.74 (5)	357,409	D
Common Stock	02/04/2016		S(1)	12,408	D	\$ 33.76 (6)	345,001	D
Common Stock	02/04/2016		S(1)	4,528	D	\$ 34.7 (7)	340,473	D
Common Stock	02/04/2016		S(1)	121	D	\$ 35.48 (8)	340,352	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.56	02/04/2016		M	35,615	(9) 04/15/2019	Common Stock 35,615
Employee Stock Option (right to buy)	\$ 4.56	02/04/2016		M	35,614	(9) 04/15/2019	Common Stock 35,614

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams Lewis T C/O FIVE PRIME THERAPEUTICS, INC. TWO CORPORATE DRIVE SOUTH SAN FRANCISCO, CA 94080	X		President and CEO	

Signatures

/s/ Francis Sarena,
Attorney-in-Fact

02/08/2016

__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 4, 2015. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$32.43 to \$33.41, 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, 6, 7 and 8 to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$33.43 to \$34.42, inclusive.
- (3) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$34.46 to \$35.45, inclusive.
- (4) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$32.36 to \$33.35, inclusive.
- (5) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$33.36 to \$34.32, inclusive.
- (6) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$34.36 to \$35.33, inclusive.
- (7) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$35.37 to \$35.50, inclusive.
- (8) This option is fully vested and immediately exercisable.

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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