

FIVE PRIME THERAPEUTICS INC
 Form 3
 March 22, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Collins Helen Louise
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 03/18/2017

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

4. Relationship of Reporting Person(s) to Issuer

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

C/O TWO CORPORATE DRIVE

(Check all applicable)

(Street)

SOUTH SAN FRANCISCO, CA 94080

(City) (State) (Zip)

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

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 SVP and Chief Medical Officer

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	20,156.25 ⁽¹⁾	D	

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (2)	06/23/2026	Common Stock	60,000	\$ 37.89	D	Â
Employee Stock Option (right to buy)	Â (3)	02/07/2027	Common Stock	9,000	\$ 45.38	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Collins Helen Louise C/O TWO CORPORATE DRIVE SOUTH SAN FRANCISCO, CA 94080	Â	Â	Â SVP and Chief Medical Officer	Â

Signatures

/s/ Francis Sarena,
Attorney-in-Fact

03/22/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 (i) 3,000 shares of restricted stock, which will vest according to the following schedule: one-third (1/3) of the restricted stock will vest on each of September 1, 2017, 2018, and 2019, (ii) 5,625 shares of restricted stock, which will vest according to the following schedule: one-third (1/3) of the restricted stock will vest on each of February 5, 2018, 2019, and 2020 and (iii) 11,531.25 shares of restricted stock, which will vest according to the following schedule: one-third (1/3) of the restricted stock will vest on February 5, 2019 and two-thirds (2/3) of the restricted stock will vest on February 5, 2020, in each case, provided the reporting person provides services to Five Prime Therapeutics, Inc. (the "Company") through each such date.

(1) One fourth (1/4th) of the shares underlying the option will vest on June 23, 2017, and the remainder of the shares underlying the option vest at a rate of one fourth-eighth (1/48th) per month thereafter, provided the reporting person provides services to the Company through each such date.

(2) The shares underlying the option vest at a rate of one forty-eighth (1/48th) per month following February 7, 2017, provided the reporting person provides services to the Company 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.