

FIVE PRIME THERAPEUTICS INC
 Form 3
 June 24, 2015

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 * Â Wong Brian Russell (Last) (First) (Middle) | 2. Date of Event Requiring Statement (Month/Day/Year) 06/12/2015 | 3. Issuer Name and Ticker or Trading Symbol FIVE PRIME THERAPEUTICS INC [FPRX] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|--|--|---|--|--|

C/O FIVE PRIME THERAPEUTICS, INC.,Â TWO CORPORATE DRIVE
 (Street)

SOUTH SAN FRANCISCO,Â CAÂ 94080
 (City) (State) (Zip)

___ Director ___ 10% Owner
 ___X___ Officer ___ Other
 (give title below) (specify below)
 SVP, Research

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

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 | 22,738 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Option (right to buy) | Â (2) | 02/12/2019 | Common Stock | 338 | \$ 4.56 | D | Â |
| Employee Stock Option (right to buy) | Â (2) | 07/28/2020 | Common Stock | 11,788 | \$ 6.89 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 07/13/2021 | Common Stock | 9,756 | \$ 8.49 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 07/15/2022 | Common Stock | 32,520 | \$ 5.54 | D | Â |
| Employee Stock Option (right to buy) | Â (5) | 07/18/2023 | Common Stock | 20,324 | \$ 7.26 | D | Â |
| Employee Stock Option (right to buy) | Â (6) | 08/21/2024 | Common Stock | 20,000 | \$ 11.14 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wong Brian Russell C/O FIVE PRIME THERAPEUTICS, INC. TWO CORPORATE DRIVE SOUTH SAN FRANCISCO, CA 94080 | Â | Â | Â SVP, Research | Â |

Signatures

/s/ Marc Belsky, 06/22/2015
Attorney-in-Fact

__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).
- (1) Includes 4,640 shares of restricted stock, which will vest fully on January 3, 2017, provided the reporting person remains employed by the Company through such date.
 - (2) This option is fully vested and immediately exercisable.
 - (3) This option began vesting on August 14, 2011, at a rate of 1/48th per month.
 - (4) This option began vesting on August 12, 2012, at a rate of 1/48th per month.
 - (5) This option began vesting on August 19, 2013, at a rate of 1/48th per month.
 - (6) This option began vesting on September 22, 2014, 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. 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.