

FIVE PRIME THERAPEUTICS INC
 Form 3
 February 01, 2016

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 *
 Sikiorski Robert Steven
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 01/21/2016

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., TWO CORPORATE DRIVE
 (Street)

SOUTH SAN FRANCISCO, CA 94080
 (City) (State) (Zip)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 SVP, Global Clinical Develop.

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 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	101,424 ⁽¹⁾ ⁽²⁾	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)	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 (3)	09/17/2024	Common Stock	80,000	\$ 11.92	D	Â
Employee Stock Option (right to buy)	Â (4)	08/16/2025	Common Stock	20,000	\$ 19.25	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Sikorski Robert Steven C/O FIVE PRIME THERAPEUTICS, INC. TWO CORPORATE DRIVE SOUTH SAN FRANCISCO, CA 94080	Â	Â	Â SVP, Global Clinical Develop.	Â	

Signatures

/s/ Francis Sarena,
Attorney-in-Fact

02/01/2016

__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 1,184 shares acquired on November 15, 2015 pursuant to the Company's 2013 Employee Stock Purchase Plan.
Includes an aggregate of 100,240 shares of restricted stock, which will vest according to the following schedules: a) 20,000 shares of restricted stock vest according to the following schedule: 50% vests on September 17, 2016 with the remainder vesting on September 17, 2017; b) 5,240 shares of restricted stock vest on January 3, 2017; and c) 75,000 shares of restricted stock vest according to the following schedule: 50% vests on September 1, 2016 with the remainder vesting on March 1, 2017, provided the reporting person remains employed by the Company through each such vesting date.
- (3) One fourth (1/4th) of the shares underlying the option vested on September 17, 2015, and the remainder of the shares underlying the option vest at a rate of one forty-eighth (1/48th) per month thereafter, provided the reporting person remains employed by the Company through each such date.
- (4) One forty-eighth (1/48th) of the shares underlying the option vest monthly beginning on September 17, 2015, provided the reporting person remains employed by 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.