

FIVE PRIME THERAPEUTICS INC  
 Form 4  
 April 08, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**Belsky Marc**

(Last) (First) (Middle)  
**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)  
**04/06/2016**

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)  
**Senior Vice President and CFO**

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 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/06/2016		M		351	A	\$ 4.56 81,278
Common Stock	04/06/2016		M		11,382	A	\$ 6.89 92,660
Common Stock	04/06/2016		M		8,943	A	\$ 8.49 101,603
Common Stock	04/06/2016		M		138	A	\$ 5.54 101,741
Common Stock	04/06/2016		S <sup>(1)</sup>		20,814	D	\$ 45.04 80,927

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(2)

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

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SEC 1474  
(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)	Amount or Number of Shares
					V	(A)	(D)	Date Exercisable	Expiration Date		
Employee Stock Option (right to buy)	\$ 4.56	04/06/2016		M		351		<sup>(3)</sup>	10/20/2019	Common Stock	351
Employee Stock Option (right to buy)	\$ 6.89	04/06/2016		M		11,382		<sup>(3)</sup>	07/28/2020	Common Stock	11,382
Employee Stock Option (right to buy)	\$ 8.49	04/06/2016		M		8,943		<sup>(3)</sup>	07/13/2021	Common Stock	8,943
Employee Stock Option (right to buy)	\$ 5.54	04/06/2016		M		138		<sup>(4)</sup>	07/15/2022	Common Stock	138

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other

Belsky Marc  
TWO CORPORATE DRIVE  
SOUTH SAN FRANCISCO, CA 94080

Senior Vice President and CFO

## Signatures

/s/ Francis Sarena,  
Attorney-in-fact

04/08/2016

\_\_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 30, 2015.

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from 45.00 to \$45.16, 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 this footnote 2 to this Form 4.

(3) This option is fully vested and immediately exercisable.

(4) This option began vesting on July 12, 2012 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.

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