## Edgar Filing: FIVE PRIME THERAPEUTICS INC - Form 4

FIVE PRIM Form 4 May 23, 20	IE THERAPEUT	ICS INC						
FORM	ЛЛ						PPROVAL	
Check t	UNITED			AND EXCHANGE , D.C. 20549	COMMISSIO	Number:	3235-0287 January 31,	
if no lor subject Section Form 4 Form 5 obligation	to 16. or Filed pur <sup>ons</sup> Section 17(	MENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES arsuant to Section 16(a) of the Securities Exchange Act of 1934, 7(a) of the Public Utility Holding Company Act of 1935 or Section					Expires: 2005 Estimated average burden hours per response 0.5	
may con <i>See</i> Inst 1(b).	itinue.		•	t Company Act of 1				
(Print or Type	Responses)							
1. Name and Douglas R	Symbol	PRIME T	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) TWO COR	(Month	of Earliest T Day/Year) 2016	ransaction	Officer (give titleOther (specify below)Other (specify below)				
SOUTH SA	(Street) AN CO, CA 94080		nendment, D onth/Day/Yea	ate Original r)	6. Individual or Applicable Line) _X_ Form filed by Form filed by Person		erson	
(City)	(State)	(Zip) Ta	ble I - Non-	Derivative Securities A	cavired. Disposed	of. or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed	3.	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or	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	
Reminder: Re	port on a separate line	e for each class of see	curities bene	information cont required to resp	or indirectly. spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	
	Tab			uired, Disposed of, or s, ontions, convertible	-	1		

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	orDerivative	Expiration Date	Underlying Securities	]

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		/Year)	(Instr. 3 and 4)		S (	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 42.25	05/19/2016		A	10,000		<u>(1)</u>	05/19/2026	Common Stock	10,000	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Douglas R Lee TWO CORPORATE DRIVE SOUTH SAN FRANCISCO, CA 94080	Х				
Signatures					
/s/ Francis Sarena, Attorney-in-fact	05/23/201	6			
**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) This option will vest in its entirety on the earlier to occur of (i) May 19, 2017 or (ii) the day before the 2017 annual meeting of stockholders of Five Prime Therapeutics, Inc.

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.

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