

FIVE PRIME THERAPEUTICS INC  
 Form 4  
 December 23, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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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 \*  
 Williams Lewis T

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/23/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President, CEO and Chairman

TWO CORPORATE DRIVE  
 (Street)

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

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

SOUTH SAN FRANCISCO, CA 94080

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/23/2016		M		155	A	\$ 4.56 434,047
Common Stock	12/23/2016		M		19	A	\$ 6.89 434,066
Common Stock	12/23/2016		M		10	A	\$ 8.49 434,076
Common Stock	12/23/2016		M		29,816	A	\$ 5.54 463,892
Common Stock	12/23/2016		S <sup>(1)</sup>		29,700	D	\$ 50.49 434,192

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Common Stock	12/23/2016		<u>S</u> <sup>(1)</sup>	300	D	<u>\$</u> 51.02 <u>(3)</u>	433,892	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.56	12/23/2016		M	155	<u>(4)</u> 04/15/2019	Common Stock	155	
Employee Stock Option (right to buy)	\$ 6.89	12/23/2016		M	19	<u>(4)</u> 07/28/2020	Common Stock	19	
Employee Stock Option (right to buy)	\$ 8.49	12/23/2016		M	10	<u>(4)</u> 10/19/2021	Common Stock	10	
Employee Stock Option (right to buy)	\$ 5.54	12/23/2016		M	29,816	<u>(4)</u> 07/15/2022	Common Stock	29,816	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams Lewis T TWO CORPORATE DRIVE SOUTH SAN FRANCISCO, CA 94080	X		President, CEO and Chairman	

## Signatures

/s/ Francis Sarena,  
Attorney-in-fact

12/23/2016

\_\_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 September 23, 2016.  
The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$50.00 to \$50.94, 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 footnotes 2 and 3 to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$51.00 to \$51.04, inclusive.
- (3) This option is fully vested and immediately exercisable.

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.