

FIVE PRIME THERAPEUTICS INC

Form 4

February 09, 2017

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Baker Kevin Paul

(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)
02/07/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

SVP, Development Sciences

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 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. 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)
Common Stock	02/07/2017		A	(A) or (D) Amount (1) 5,625	\$ 0 88,389 (2)	D	
Common Stock	02/07/2017		A	(A) or (D) Amount (3) 7,031	\$ 0 95,420	D	

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

**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.**

SEC 1474
(9-02)

Edgar Filing: FIVE PRIME THERAPEUTICS INC - Form 4

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 45.38	02/07/2017		A		25,000		<u>(4)</u>	02/06/2027	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Baker Kevin Paul TWO CORPORATE DRIVE SOUTH SAN FRANCISCO, CA 94080	SVP, Development Sciences

Signatures

/s/ Francis Sarena,
Attorney-in-fact

02/09/2017

__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).

Represents shares of restricted stock, which will vest according to the following schedule: one-third (1/3) of the restricted stock will vest on each of February 5, 2018, 2019 and 2020, provided the reporting person provides services to Five Prime Therapeutics, Inc. through each such date.

(1) Includes 264 shares of common stock granted to the reporting person by Five Prime Therapeutics, Inc. pursuant to a company match under Five Prime Therapeutics, Inc.'s 401(k) plan.

Represents shares of restricted stock, which will vest according to the following schedule: one-third (1/3) of the restricted stock will vest on February 5, 2019 and two-thirds (2/3) of the restricted stock will vest on February 5, 2020, provided the reporting person provides services to Five Prime Therapeutics, Inc. through each such date.

(4) The shares underlying the option vest at a rate of one forty-eighth (1/48th) per month beginning on March 7, 2017, provided the reporting person provides services to Five Prime Therapeutics, Inc. 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.