

FIVE PRIME THERAPEUTICS INC  
Form SC 13G  
February 13, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**(Amendment No. \_\_)\***

**Under the Securities Exchange Act of 1934**

**Five Prime Therapeutics, Inc.**

(Name of Issuer)

**Common Stock, par value \$0.001 per share**

(Titles of Class of Securities)

**33830X104**

(CUSIP Number)

**December 31, 2013**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

x Rule 13d-1(d)

\* The remainder of this cover page shall be filled out of a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

1

**CUSIP No.**                    **13G**  
**33830X104**

NAME OF  
 REPORTING PERSON

1            I.R.S.  
 IDENTIFICATION NO.  
 OF ABOVE PERSON  
 (ENTITIES ONLY)

TPG Group Holdings  
 (SBS) Advisors, Inc.  
 CHECK THE  
 APPROPRIATE BOX IF  
 A MEMBER OF A  
 GROUP\*

2            (a)   
               (b)

3            SEC USE ONLY  
 CITIZENSHIP OR  
 PLACE OF  
 4            ORGANIZATION

Delaware

NUMBER 5            SOLE  
 OF                    VOTING  
                           POWER

SHARES               - 0 -  
                           SHARED  
 BENEFICIALLY<sup>6</sup>      VOTING  
                           POWER

OWNED               1,053,692  
 BY                    SOLE  
 EACH                7            DISPOSITIVE  
                           POWER

REPORTING           - 0 -  
 PERSON              8            SHARED  
                           DISPOSITIVE  
                           POWER

WITH:                    1,053,692

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
9 REPORTING PERSON

1,053,692

CHECK BOX IF THE  
AGGREGATE  
10 AMOUNT IN ROW (9)  
EXCLUDES CERTAIN  
SHARES   
PERCENT OF CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW 9

5.3% (1)  
TYPE OF REPORTING  
PERSON\*  
12

CO

(1) Based on a total of 19,842,134 shares of Common Stock of Five Prime Therapeutics, Inc. (the "Issuer") outstanding, which is the sum of (i) 16,842,134 shares of Common Stock outstanding as of December 31, 2013, as reported in the Prospectus filed by the Issuer with the Securities and Exchange Commission (the "Commission") on February 7, 2014 (the "Prospectus"), and (ii) 3,000,000 shares of Common Stock issued by Issuer in the offering to which the Prospectus relates.

**CUSIP No.**                      **13G**  
**33830X104**

NAME OF  
 REPORTING PERSON

1            I.R.S.  
 IDENTIFICATION NO.  
 OF ABOVE PERSON  
 (ENTITIES ONLY)

David Bonderman  
 CHECK THE  
 APPROPRIATE BOX IF  
 A MEMBER OF A  
 GROUP\*

2            (a)   
               (b)

3            SEC USE ONLY  
 CITIZENSHIP OR  
 PLACE OF  
 4            ORGANIZATION

United States

5            SOLE  
 VOTING  
 POWER

NUMBER  
 OF

- 0 -

SHARES            6            SHARED  
 VOTING  
 POWER

BENEFICIALLY

1,053,692

OWNED  
 BY                7            SOLE  
 DISPOSITIVE  
 POWER

EACH

- 0 -

REPORTING            8            SHARED  
 DISPOSITIVE  
 PERSON            POWER

WITH:

1,053,692

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
9 REPORTING PERSON

1,053,692

CHECK BOX IF THE  
AGGREGATE  
10 AMOUNT IN ROW (9)  
EXCLUDES CERTAIN  
SHARES   
PERCENT OF CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW 9

5.3% (2)  
TYPE OF REPORTING  
PERSON\*  
12

IN

(2) Based on a total of 19,842,134 shares of Common Stock of the Issuer outstanding, which is the sum of  
(i) 16,842,134 shares of Common Stock outstanding as of December 31, 2013, as reported in the Prospectus, and  
(ii) 3,000,000 shares of Common Stock issued by Issuer in the offering to which the Prospectus relates.

3

**CUSIP No.**                    **13G**  
**33830X104**

NAME OF  
 REPORTING PERSON

I.R.S.  
 IDENTIFICATION NO.  
 OF ABOVE PERSON  
 (ENTITIES ONLY)

1

James G. Coulter  
 CHECK THE  
 APPROPRIATE BOX IF  
 A MEMBER OF A  
 GROUP\*

2

(a)

(b)

3

SEC USE ONLY  
 CITIZENSHIP OR  
 PLACE OF

4

ORGANIZATION

United States

NUMBER 5  
 OF

SOLE  
 VOTING  
 POWER

SHARES

- 0 -

BENEFICIALLY 6

SHARED  
 VOTING  
 POWER

OWNED  
 BY

1,053,692  
 SOLE  
 DISPOSITIVE  
 POWER

EACH 7

REPORTING

- 0 -

PERSON 8

SHARED  
 DISPOSITIVE  
 POWER

WITH:

1,053,692

9

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

1,053,692

10 CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW (9)  
EXCLUDES CERTAIN  
SHARES   
PERCENT OF CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW 9

12 5.3% (3)  
TYPE OF REPORTING  
PERSON\*

IN

(3) Based on a total of 19,842,134 shares of Common Stock of the Issuer outstanding, which is the sum of  
(i) 16,842,134 shares of Common Stock outstanding as of December 31, 2013, as reported in the Prospectus, and  
(ii) 3,000,000 shares of Common Stock issued by Issuer in the offering to which the Prospectus relates.



**Item 1(a). Name of Issuer:**

Five Prime Therapeutics, Inc.

**Item 1(b). Address of Issuer's Principal Executive Offices:**

Two Corporate Drive

South San Francisco, California 94080

**Item 2(a). Name of Person Filing:**

This Schedule 13G is being filed jointly by TPG Group Holdings (SBS) Advisors, Inc., a Delaware corporation ("Group Advisors"), David Bonderman and James G. Coulter (each, a "Reporting Person" and, together, the "Reporting Persons"), pursuant to an Agreement of Joint Filing incorporated by reference herein in accordance with Rule 13d-1(k)(1) under the Act.

Group Advisors is the general partner of TPG Group Holdings (SBS), L.P., a Delaware limited partnership, which is the sole member of TPG Holdings I-A, LLC, a Delaware limited liability company, which is the general partner of TPG Holdings I, L.P., a Delaware limited partnership, which is the sole member of each of TPG Ventures GenPar Advisors, LLC, a Delaware limited liability company, and TPG Biotechnology GenPar Advisors, LLC, a Delaware limited liability company. TPG Ventures GenPar Advisors, LLC is the general partner of TPG Ventures GenPar, L.P., a Delaware limited partnership ("TPG Ventures GenPar"), which directly holds 8,129 shares of Common Stock of the Issuer and which is the general partner of TPG Ventures, L.P., a Delaware limited partnership ("TPG Ventures"), which directly holds 307,976 shares of Common Stock of the Issuer. TPG Biotechnology GenPar Advisors, LLC is the general partner of TPG Biotechnology GenPar, L.P., a Delaware limited partnership ("TPG Biotech GenPar"), which directly holds 18,969 shares of Common Stock of the Issuer and which is the general partner of TPG Biotechnology Partners, L.P., a Delaware limited partnership ("TPG Biotech"), which directly holds 718,618 shares of Common Stock of the Issuer. Because of Group Advisors' relationship to each of TPG Ventures GenPar, TPG Ventures, TPG Biotech GenPar and TPG Biotech, Group Advisors may be deemed to beneficially own the shares of Common Stock of the Issuer directly held by TPG Ventures GenPar, TPG Ventures, TPG Biotech GenPar and TPG Biotech.

David Bonderman and James G. Coulter are officers and sole shareholders of Group Advisors and may therefore be deemed to be the beneficial owners of the shares of Common Stock of the Issuer held by TPG Ventures GenPar, TPG Ventures, TPG Biotech GenPar and TPG Biotech. Messrs. Bonderman and Coulter disclaim beneficial ownership of such shares of Common Stock of the Issuer except to the extent of their pecuniary interest therein.

**Item 2(b). Address of Principal Business Office or, if none, Residence:**

The principal business address of each of the Reporting Persons is as follows:

c/o TPG Global, LLC

301 Commerce Street, Suite 3300

Fort Worth, Texas 76102

**Item 2(c). Citizenship:**

See response to Item 4 of each of the cover pages.

**Item 2(d). Titles of Classes of Securities:**

Common Stock, \$0.001 par value ("Common Stock")

**Item 2(e). CUSIP Number:**

33830X104

**Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a(n):**

- (a) o Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78o).
- (b) o Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).
- (c) o Insurance company as defined in Section 3(a)(19) of the Exchange Act (15 U.S.C. 78c).
- (d) o Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) o Investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
- (f) o Employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) o Parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h) o Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (13 U.S.C. 1813).

(i) o Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3).

(j) o Non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J).

(k) o Group in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

**Item 4. Ownership**

**(a) Amount Beneficially Owned:**

See responses to Item 9 on each cover page.

**(b) Percent of Class:**

See responses to Item 11 on each cover page.

**(c) Number of shares as to which such person has:**

**Sole power  
to vote or to  
direct the  
vote:**

(i)

See responses  
to Item 5 on  
each cover  
page.

**Shared  
power to  
vote or to  
direct the  
vote:**

(ii)

See responses  
to Item 6 on  
each cover  
page.

**Sole power  
to dispose or  
to direct the  
disposition  
of:**

(iii)

See responses  
to Item 7 on  
each cover  
page.

**Shared  
power to  
dispose or to  
direct the  
disposition  
of:**

(iv)

See responses  
to Item 8 on  
each cover

page.

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not Applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

See response to Item 2(a) above.

**Item 8. Identification and Classification of Members of the Group.**

Not Applicable.

**Item 9. Notice of Dissolution of Group.**

Not Applicable.

**Item 10. Certification.**

Not Applicable.

7

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2014

TPG Group Holdings (SBS) Advisors, Inc.

By: /s/ Ronald Cami  
Name: Ronald Cami  
Title: Vice President

David Bonderman

By: /s/ Ronald Cami  
Name: Ronald Cami, on behalf of David Bonderman (4)

James G. Coulter

By: /s/ Ronald Cami  
Name: Ronald Cami, on behalf of James G. Coulter (5)

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(4) Ronald Cami is signing on behalf of Mr. Bonderman pursuant to an authorization and designation letter dated July 1, 2013, which was previously filed with the Commission as an exhibit to a Schedule 13D filed by Mr. Bonderman on August 14, 2013 (SEC File No. 005-83906).

(5) Ronald Cami is signing on behalf of Mr. Coulter pursuant to an authorization and designation letter dated July 1, 2013, which was previously filed with the Commission as an exhibit to a Schedule 13D filed by Mr. Coulter on August 14, 2013 (SEC File No. 005-83906).

8



**Exhibit Index**

Exhibit 1 Agreement of Joint Filing as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934.\*

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\* Incorporated herein by reference to the Agreement of Joint Filing by TPG Advisors II, Inc., TPG Advisors III, Inc., TPG Advisors V, Inc., TPG Advisors VI, Inc., T3 Advisors, Inc., T3 Advisors II, Inc., TPG Group Holdings (SBS) Advisors, Inc., David Bonderman and James G. Coulter, dated as of February 14, 2011, which was previously filed with the Commission as Exhibit 1 to Schedule 13G filed by TPG Group Holdings (SBS) Advisors, Inc., David Bonderman and James G. Coulter on February 14, 2011

