

FIVE PRIME THERAPEUTICS INC

Form SC 13G

February 06, 2014

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b),(c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)  
(Amendment No. )1

Five Prime Therapeutics, Inc.  
(Name of Issuer)

Common Stock, \$0.001 par value  
(Title of Class of Securities)

33830X 10 4  
(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)  
☒ Rule 13d-1(d)

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1The remainder of this cover page shall be filled out for 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 on 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 or otherwise subject to the

liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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- 1) Name of Reporting Person Domain Partners VI, L.P.  
I.R.S. Identification  
No. of Above Person  
(Entities Only)  
(Voluntary)
  - 2) Check the Appropriate Box (a) ☒ (b) ☐  
if a Member of a Group
  - 3) SEC Use Only
  - 4) Citizenship or Place of Organization Delaware
- |                                                                   |    |                          |                                  |
|-------------------------------------------------------------------|----|--------------------------|----------------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 5) | Sole Voting Power        | 1,042,935 shares of Common Stock |
|                                                                   | 6) | Shared Voting Power      | -0-                              |
|                                                                   | 7) | Sole Dispositive Power   | 1,042,935 shares of Common Stock |
|                                                                   | 8) | Shared Dispositive Power | -0-                              |
- 9) Aggregate Amount Beneficially Owned by Each Reporting Person 1,042,935 shares of Common Stock
  - 10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
  - 11) Percent of Class Represented by Amount in Row (9) 6.2%
  - 12) Type of Reporting Person PN
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|     |                                                                       |                                                                      |                          |                               |
|-----|-----------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------|-------------------------------|
| 1)  | Name of Reporting Person                                              | DP VI Associates, L.P.                                               |                          |                               |
|     | I.R.S. Identification No. of Above Person (Entities Only) (Voluntary) |                                                                      |                          |                               |
| 2)  | Check the Appropriate Box                                             | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |                          |                               |
|     | if a Member of a Group                                                |                                                                      |                          |                               |
| 3)  | SEC Use Only                                                          |                                                                      |                          |                               |
| 4)  | Citizenship or Place of Organization                                  | Delaware                                                             |                          |                               |
|     | Number of Shares Beneficially Owned by Each Reporting Person With     | 5)                                                                   | Sole Voting Power        | 10,763 shares of Common Stock |
|     |                                                                       | 6)                                                                   | Shared Voting Power      | -0-                           |
|     |                                                                       | 7)                                                                   | Sole Dispositive Power   | 10,763 shares of Common Stock |
|     |                                                                       | 8)                                                                   | Shared Dispositive Power | -0-                           |
| 9)  | Aggregate Amount Beneficially Owned by Each Reporting Person          | 10,763 shares of Common Stock                                        |                          |                               |
| 10) | Check if the Aggregate Amount in Row (9) Excludes Certain Shares      |                                                                      |                          |                               |
| 11) | Percent of Class Represented by Amount in Row (9)                     | 0.1%                                                                 |                          |                               |
| 12) | Type of Reporting Person                                              | PN                                                                   |                          |                               |

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Schedule 13G

|           |   |                                                                                                                                                                                                                                                    |
|-----------|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Item 1(a) | – | Name of Issuer: Five Prime Therapeutics, Inc.                                                                                                                                                                                                      |
| Item 1(b) | – | Address of Issuer's Principal Executive Offices:<br><br>2 Corporate Drive<br>South San Francisco, CA 94080                                                                                                                                         |
| Item 2(a) | – | Name of Person Filing:<br><br>This statement is being filed by Domain Partners VI, L.P., a Delaware limited partnership ("Domain VI"), and DP VI Associates, L.P., a Delaware limited partnership ("DP VI A") (together, the "Reporting Persons"). |
| Item 2(b) | – | Address of Principal Business Office:<br><br>One Palmer Square<br>Princeton, NJ 08542                                                                                                                                                              |
| Item 2(c) | – | Place of Organization:<br><br>Domain VI: Delaware<br>DP VI A: Delaware                                                                                                                                                                             |
| Item 2(d) | – | Title of Class of Securities:<br><br>Common Stock, \$0.001 par value                                                                                                                                                                               |
| Item 2(e) | – | CUSIP Number: 33830X 10 4                                                                                                                                                                                                                          |
| Item 3    | – | Statements Filed Pursuant to Rules 13d-1(b) or 13d-2(b):<br><br>Not applicable.                                                                                                                                                                    |
| Item 4    | – | Ownership.                                                                                                                                                                                                                                         |

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(a) through (c):

The information set forth in Items 5 through 9 and 11 of the cover pages to this Schedule 13G is incorporated herein by reference. Ownership is stated as of December 31, 2013 and ownership percentages are based on 16,842,134 shares of Common Stock outstanding as of December 31, 2013, as provided to the Reporting Person by the Issuer.

|         |   |                                                                                                                                                 |
|---------|---|-------------------------------------------------------------------------------------------------------------------------------------------------|
| Item 5  | – | Ownership of Five Percent or Less of a Class:<br><br>Not applicable.                                                                            |
| Item 6  | – | Ownership of More than Five Percent on Behalf of Another Person:<br><br>Not applicable.                                                         |
| Item 7  | – | Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Company:<br><br>Not applicable. |
| Item 8  | – | Identification and Classification of Members of the Group:<br><br>See Exhibit 2.                                                                |
| Item 9  | – | Notice of Dissolution of Group:<br><br>Not applicable.                                                                                          |
| Item 10 | – | Certification:<br><br>Not applicable.                                                                                                           |

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Signature:

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

Dated: February 4, 2014

DOMAIN PARTNERS VI, L.P.

By: One Palmer Square Associates VI,  
L.L.C., General Partner

By: /s/ Kathleen K. Schoemaker  
Managing Member

DP VI ASSOCIATES, L.P.

By: One Palmer Square Associates VI,  
L.L.C., General Partner

By: /s/ Kathleen K. Schoemaker  
Managing Member

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EXHIBIT 2

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G to which this Agreement is annexed as Exhibit 2, and any amendments thereto, is and will be filed on behalf of each of them in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Dated: February 4, 2014

DOMAIN PARTNERS VI, L.P.

By: One Palmer Square Associates  
VI, L.L.C., General Partner

By: /s/ Kathleen K. Schoemaker  
Managing Member

DP VI ASSOCIATES, L.P.

By: One Palmer Square Associates  
VI, L.L.C., General Partner

By: /s/ Kathleen K. Schoemaker  
Managing Member

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EXHIBIT 2

Identification and Classification of Members of the Group

Domain Partners VI, L.P. and DP VI Associates, L.P. are filing this statement on Schedule 13G as a group.

Domain Partners VI, L.P. is a Delaware limited partnership. Its sole general partner is One Palmer Square Associates VI, L.L.C., a Delaware limited liability company.

DP VI Associates, L.P. is a Delaware limited partnership. Its sole general partner is One Palmer Square Associates VI, L.L.C., a Delaware limited liability company.