

FIVE PRIME THERAPEUTICS INC

Form 4

November 13, 2015

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hambleton Julie

(Last) (First) (Middle)

C/O FIVE PRIME  
THERAPEUTICS, INC., 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)  
11/11/2015

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)  
EVP & Chief Medical Officer

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. 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)
Common Stock	11/11/2015		M	10,000	A \$ 7.26 95,919	D	
Common Stock	11/11/2015		S	6,600	D \$ 34.75 89,319	D	
Common Stock	11/11/2015		S	3,400	D \$ 35.23 85,919	D	
	11/11/2015		M	12,000	A 97,919	D	

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Common Stock					\$ 11.14				
Common Stock	11/11/2015		S	12,000	D	\$ 34.33 (3)	85,919	D	
Common Stock	11/11/2015		S	1,108	D	\$ 35.33 (4)	84,811	D	
Common Stock							1,700	I	By husband's IRA
Common Stock							64	I	By son's custodial account

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

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SEC 1474  
(9-02)

**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	
Stock Option (right to buy)	\$ 7.26	11/11/2015		M	10,000	(5) 07/18/2023	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 11.14	11/11/2015		M	12,000	(6) 08/21/2024	Common Stock	12,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hambleton Julie C/O FIVE PRIME THERAPEUTICS, INC. TWO CORPORATE DRIVE SOUTH SAN FRANCISCO, CA 94080			EVP & Chief Medical Officer	

## Signatures

/s/ Francis Sarena,  
Attorney-in-Fact

11/13/2015

\*\*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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.03 to \$35.02, inclusive. The reporting person undertakes to provide to Five Prime Therapeutics, Inc. (the "Issuer"), any security holder of the Issuer, 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 1, 2, 3, and 4 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 \$35.04 to \$35.57, inclusive.
- (3) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$34.00 to \$34.69, inclusive.
- (4) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$35.32 to \$35.34, inclusive.
- (5) The option began vesting on July 19, 2013, at a rate of 1/48th per month.
- (6) The option began vesting on September 22, 2014, at a rate of 1/48th per month.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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