

FIVE PRIME THERAPEUTICS INC  
Form 8-K  
January 21, 2015

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 15, 2015**

**Five Prime Therapeutics, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(state or other jurisdiction**  
  
**of incorporation)**

**001-36070**  
**(Commission**  
  
**File Number)**

**26-0038620**  
**(I.R.S. Employer**  
  
**Identification No.)**

**Two Corporate Drive**

**South San Francisco, California**  
**(Address of principal executive**  
**offices)**

**94080**  
**(Zip Code)**

**Registrant's telephone number, including area code: (415) 365-5600**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 15, 2015, the Compensation Committee (the Committee) of the Board of Directors of Five Prime Therapeutics, Inc. (the Company) approved 2014 cash bonuses for the Company's named executive officers and principal financial officer, which are set forth in the table below:

<b>Name and Title</b>	<b>2014 Bonus</b>
Lewis T. Williams	\$420,000
President and Chief Executive Officer	
Julie Hambleton	\$238,700
Senior Vice President and Chief Medical Officer	
Aron M. Knickerbocker	\$222,100
Senior Vice President and Chief Business Officer	
Marc L. Belsky	\$131,300
Senior Vice President and Chief Financial Officer	

On January 15, 2015, the Compensation Committee also approved increases to the annual base salaries of certain of the officers of the Company listed below. The increased annual base salaries will become effective on February 1, 2015.

<b>Name and Title</b>	<b>Current</b>	<b>Annual Base Salary Effective February 1, 2015</b>
Julie Hambleton		
Senior Vice President and Chief Medical Officer	\$385,000	\$400,000
Aron M. Knickerbocker		
Senior Vice President and Chief Business Officer	\$364,000	\$375,000
Marc L. Belsky		
Senior Vice President and Chief Financial Officer	\$300,000	\$325,000

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Five Prime Therapeutics, Inc.**

By: /s/ Francis W. Sarena

Francis W. Sarena

Senior Vice President, General Counsel & Secretary

Dated: January 21, 2015