

Irving Bryan  
Form 4/A  
April 04, 2019

**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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Irving Bryan

2. Issuer Name **and** Ticker or Trading  
Symbol  
FIVE PRIME THERAPEUTICS  
INC [FPRX]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
111 OYSTER POINT  
BOULEVARD

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/15/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
EVP, Chief Scientific Officer

(Street)  
SOUTH SAN  
FRANCISCO, CA 94080

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
05/14/2018

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**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	05/15/2018 <sup>(1)</sup>		A	(A) or (D) 3,750 <sup>(2)</sup>	\$ 0 24,750	D	

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

**Persons who respond to the collection of  
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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)

## Edgar Filing: Irving Bryan - Form 4/A

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)	\$ 17.75	05/15/2018 <sup>(1)</sup>		A		22,500		<sup>(3)</sup>	05/14/2028	Common Stock	22,500

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Irving Bryan 111 OYSTER POINT BOULEVARD SOUTH SAN FRANCISCO, CA 94080	EVP, Chief Scientific Officer

## Signatures

/s/ Francis Sarena,  
Attorney-in-fact

04/04/2019

\_\_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).

This amendment is being filed to reflect the correct transaction date of May 15, 2018 with respect to the restricted stock and stock option awards initially disclosed in the reporting person's Form 4 filed with the Securities and Exchange Commission on May 14, 2018 (the "Original Form 4"). The Original Form 4 inadvertently reported a transaction date of May 10, 2018 for such awards. Additionally, the exercise price and expiration date of the stock option award disclosed in Table II of the Original Form 4 are amended accordingly based on the correct transaction date of May 15, 2018.

(1) 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 May 15, 2019, 2020 and 2021, provided the reporting person provides services to Five Prime Therapeutics, Inc. (the "Company") through each such date.

(2) The shares underlying the option vest at a rate of one forty-eighth (1/48) per month following May 15, 2018, provided the reporting person provides services to the Company 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.

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