

FIVE PRIME THERAPEUTICS INC

Form 4

November 28, 2016

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 *
Sarena Francis Willard

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)

3. Date of Earliest Transaction
(Month/Day/Year)
11/23/2016

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Chief Strategy Officer

TWO CORPORATE DRIVE

(Street)

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

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

SOUTH SAN
FRANCISCO, CA 94080

(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	11/23/2016		M	13,465	A \$ 6.89 94,731	D	
Common Stock	11/23/2016		S ⁽¹⁾	13,465	D \$ 60.23 81,266	D	
Common Stock	11/25/2016		M	10,925	A \$ 6.89 92,191	D	
Common Stock	11/25/2016		M	10,264	A \$ 5.54 102,455	D	
	11/25/2016		S ⁽¹⁾	21,189	D 81,266	D	

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Common
Stock

\$
60.48
(3)

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

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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 6.89	11/23/2016		M		13,465		<u>(4)</u>	01/27/2021	Common Stock	13,465
Employee Stock Option (right to buy)	\$ 6.89	11/25/2016		M		10,925		<u>(4)</u>	01/27/2021	Common Stock	10,925
Employee Stock Option (right to buy)	\$ 5.54	11/25/2016		M		10,264		<u>(4)</u>	07/15/2022	Common Stock	10,264

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Sarena Francis Willard TWO CORPORATE DRIVE SOUTH SAN FRANCISCO, CA 94080	Chief Strategy Officer

Signatures

/s/ Francis Sarena,
Attorney-in-Fact

11/28/2016

__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 sales reported on this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on October 27, 2015.
The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$60.00 to \$60.40, inclusive. The reporting person undertakes to provide to Five Prime Therapeutics, Inc. (the "Company"), any security holder of the Company, 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 2 and 3 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 \$60.00 to \$60.98, inclusive.
- (3) This option is fully vested and immediately exercisable.

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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