

# **FIVE PRIME THERAPEUTICS INC**

Reported by  
**COLLINS HELEN LOUISE**

## **FORM 3**

(Initial Statement of Beneficial Ownership)

Filed 03/22/17 for the Period Ending 03/18/17

Address	TWO CORPORATE DRIVE SOUTH SAN FRANCISCO, CA 94080
Telephone	415-365-5600
CIK	0001175505
Symbol	FPRX
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <b>Collins Helen Louise</b>	2. Date of Event Requiring Statement (MM/DD/YYYY) <b>3/18/2017</b>	3. Issuer Name and Ticker or Trading Symbol <b>FIVE PRIME THERAPEUTICS INC [FPRX]</b>
(Last) (First) (Middle) <b>C/O TWO CORPORATE DRIVE</b>	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>SVP and Chief Medical Officer /</b>	
(Street) <b>SOUTH SAN FRANCISCO, CA 94080</b>	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)		

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<b>Common Stock</b>	<b>20156.25</b> (1)	<b>D</b>	

### Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Employee Stock Option (right to buy)</b>	(2)	<b>6/23/2026</b>	<b>Common Stock</b>	<b>60000</b>	<b>\$37.89</b>	<b>D</b>	
<b>Employee Stock Option (right to buy)</b>	(3)	<b>2/7/2027</b>	<b>Common Stock</b>	<b>9000</b>	<b>\$45.38</b>	<b>D</b>	

#### Explanation of Responses:

- ( Represents (i) 3,000 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 1) September 1, 2017, 2018, and 2019, (ii) 5,625 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 February 5, 2018, 2019, and 2020 and (iii) 11,531.25 shares of restricted stock, which will vest according to the following schedule: one-third (1/3) of the restricted stock will vest on February 5, 2019 and two-thirds (2/3) of the restricted stock will vest on February 5, 2020, in each case, provided the reporting person provides services to Five Prime Therapeutics, Inc. (the "Company") through each such date.
- ( One fourth (1/4th) of the shares underlying the option will vest on June 23, 2017, and the remainder of the shares underlying the option vest at a rate of one 2) forth-eighth (1/48th) per month thereafter, provided the reporting person provides services to the Company through each such date.
- ( The shares underlying the option vest at a rate of one forty-eighth (1/48th) per month following February 7, 2017, provided the reporting person provides 3) services to the Company through each such date.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Collins Helen Louise</b> <b>C/O TWO CORPORATE DRIVE</b>			<b>SVP and Chief Medical Officer</b>	

**Signatures**

/s/ Francis Sarena, Attorney-in-Fact

3/22/2017

—Signature of Reporting Person

Date

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

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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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