

Irving Bryan  
Form 4/A  
April 04, 2019

**FORM 4**

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

OMB APPROVAL

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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

(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  
(Street)

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

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

SOUTH SAN FRANCISCO, CA 94080  
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 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 Ownership (Instr. 4)
Common Stock	05/15/2018 <sup>(1)</sup>		A	(A) or (D) A	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.

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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)**

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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  
Date: 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.