

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**

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* <u>Irving Bryan</u> <hr/> (Last) (First) (Middle) <u>111 OYSTER POINT BOULEVARD</u> <hr/> (Street) <u>SOUTH SAN FRANCISCO CA 94080</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FIVE PRIME THERAPEUTICS INC [FPRX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Chief Scientific Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/15/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>05/14/2018</u>		

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/15/2018 <sup>(1)</sup>		A		3,750 <sup>(2)</sup>	A	\$0.00	24,750	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					
Employee Stock Option (right to buy)	\$17.75	05/15/2018 <sup>(1)</sup>		A	22,500	(3)	05/14/2028	Common Stock	\$0.00	22,500	D	

**Explanation of Responses:**

- 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.
- 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.
- 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.

**Remarks:**

/s/ Francis Sarena, Attorney-in-fact 04/04/2019

\*\* 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 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).

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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