

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>Smith David V</u>			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>Executive Vice President &amp; CFO</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/24/2019</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>111 OYSTER POINT BOULEVARD</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>SOUTH SAN FRANCISCO CA 94080</u>								
(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)
			Code	V	Amount	(A) or (D)	Price			

**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)		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)			
				Code	V	(A)	(D)						Date Exercisable	Expiration Date	Amount or Number of Shares
<u>Performance-Based Restricted Common Stock</u>	<u>(I)</u>	<u>06/24/2019</u>		<u>A</u>		<u>44,000</u>		<u>(2)</u>	<u>(2)</u>	<u>Common Stock</u>	<u>44,000</u>	<u>\$0.00</u>	<u>44,000</u>	<u>D</u>	

**Explanation of Responses:**

- These shares will vest upon achievement of certain performance conditions, as further described in Footnote 2.
- (i) 50% of the shares subject to this award will vest on the date that the 30-calendar-day volume-weighted average closing price of a share of common stock of Five Prime Therapeutics, Inc. (the "Company") is greater than or equal to \$12.95, provided that such shares shall automatically expire and be forfeited if such shares have not vested by December 31, 2020; and (ii) 50% of the shares subject to this award will vest on the date that the 30-calendar-day volume-weighted average closing price of a share of common stock of the Company is greater than or equal to \$19.43, provided that such shares shall automatically expire and be forfeited if such shares have not vested by December 31, 2021; in each case, subject to the reporting person's continued service to the Company through each such date.

**Remarks:**

/s/ Francis Sarena, Attorney-in-fact 06/26/2019

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.