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

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

**Date of Report (Date of earliest event reported): June 23, 2019**

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**Five Prime Therapeutics, Inc.**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(state or other jurisdiction of incorporation)

**001-36070**  
(Commission File Number)

**26-0038620**  
(I.R.S. Employer Identification No.)

**111 Oyster Point Boulevard**  
**South San Francisco, California**  
(Address of principal executive offices)

**94080**  
(Zip Code)

**Registrant's telephone number, including area code: (415) 365-5600**

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, par value \$0.001 per share	FPRX	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 23, 2019, the Board of Directors (the “Board”) of Five Prime Therapeutics, Inc. (the “Company”) elected Lori Lyons-Williams to serve as a Class II member of the Board, to serve until the 2021 annual meeting of stockholders or until her successor is duly elected and qualified. Ms. Lyons-Williams filled the vacancy created by Sheila Gujrathi’s resignation from the Board effective June 7, 2019.

The Board has not appointed Ms. Lyons-Williams to any committees of the Board at this time.

In accordance with the Company’s Non-Employee Director Compensation Policy (the “Policy”), the Company will pay Ms. Lyons-Williams an annual retainer of \$45,000 for her service as a director, which will be paid in quarterly installments. In addition, in accordance with the Policy, on June 23, 2019, the Board granted to Ms. Lyons-Williams a one-time initial award of options to purchase 25,000 shares of the Company’s common stock, which will vest in equal annual installments over a three-year period, subject to Ms. Lyons-Williams’ continued service on the Board through each vesting date. In accordance with the Policy, Ms. Lyons-Williams will also be eligible to receive promptly after each annual meeting of the Company’s stockholders an annual award of options to purchase 15,000 shares of the Company’s common stock, which would vest in its entirety on the earlier to occur of (i) the one-year anniversary of the grant date and (ii) the day before the subsequent annual meeting of stockholders, subject to Ms. Lyons-Williams’ continued service on the Board through such date.

There is no arrangement or understanding between Ms. Lyons-Williams and any other person pursuant to which Ms. Lyons-Williams was elected as a member of the Board. There are no relationships or transactions between Ms. Lyons-Williams and the Company that would require disclosure pursuant to Item 404(a) of Regulation S-K.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Five Prime Therapeutics, Inc.**

By: /s/ Francis Sarena  
Francis Sarena  
Chief Strategy Officer and Secretary

Dated: June 24, 2019