

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

FORM 8-K

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

Date of Report (Date of earliest event reported): February 24, 2020

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

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)

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.

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

On February 24, 2020, the Compensation and Management Development Committee of the Board of Directors of Five Prime Therapeutics, Inc. (the “Company”) approved the grant to each of David Smith, Francis Sarena, and Helen Collins, M.D. (each, an “Executive”) of (i) 15,000 shares of restricted common stock of the Company (each, a “Retention RSA Award”) and (ii) an option to purchase 90,000 shares of the Company’s common stock (each, a “Retention Option Award”), in each case pursuant to the Company’s 2013 Omnibus Incentive Plan.

The shares subject to each Executive’s Retention RSA Award will vest with respect to one-third of the shares subject to such Retention RSA Award on each of February 24, 2021; February 24, 2022; and February 24, 2023, in each case, subject to such Executive’s continued service with the Company on the applicable vest date. The shares subject to such Executive’s Retention Option Award will vest with respect to (i) 25% of the shares subject to such Retention Option Award on February 24, 2021; and (ii) one forty-eighth (1/48) of the shares subject to such Retention Option Award monthly commencing on March 24, 2021, in each case, subject to such Executive’s continued service with the Company on the applicable vest date.

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: February 26, 2020