

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>Williams Lewis T</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/25/2019</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) <u>02/27/2019</u>					
(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			
Common Stock	02/25/2019		A		1,000 ⁽¹⁾⁽²⁾	A	\$0.00	462,360 ⁽³⁾	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						Amount or Number of Shares
Employee Stock Option (right to buy)	\$11.97	02/25/2019		A	6,400 ⁽²⁾	(4)	02/24/2029	Common Stock	6,400	\$0.00	6,400	D	

Explanation of Responses:

- 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 February 25, 2020, 2021 and 2022, provided the reporting person provides services to Five Prime Therapeutics, Inc. (the "Company") through each such date.
- This amendment is being filed to reflect the grant to the reporting person of (i) 1,000 shares of restricted common stock of the Company and (ii) 6,400 options to purchase shares of common stock of the Company, each of which was inadvertently omitted from the reporting person's original Form 4 filed with the Securities and Exchange Commission (the "SEC") on February 27, 2019.
- Reflects the holdings of the reporting person as of the date of the original Form 4 filed with the SEC on February 27, 2019, taking into account the transaction set forth in such original Form 4 and the transaction set forth in this amendment.
- The shares underlying the option vest at a rate of one forty-eighth (1/48) per month following February 25, 2019, provided the reporting person provides services to the Company through each such date.

Remarks:

/s/ Francis Sarena, Attorney-in-fact 02/28/2019

** 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.