

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

**Notice of Exempt Offering of Securities**

**1. Issuer's Identity**

CIK (Filer ID Number) [0001175505](#)  
Name of Issuer [FIVE PRIME THERAPEUTICS INC](#)  
Jurisdiction of Incorporation/Organization [DELAWARE](#)  
Year of Incorporation/Organization  
 Over Five Years Ago  
 Within Last Five Years (Specify Year)  
 Yet to Be Formed

Previous Names  None

Entity Type  
 Corporation  
 Limited Partnership  
 Limited Liability Company  
 General Partnership  
 Business Trust  
 Other (Specify)

**2. Principal Place of Business and Contact Information**

Name of Issuer [FIVE PRIME THERAPEUTICS INC](#)  
Street Address 1 [TWO CORPORATE DRIVE](#)  
Street Address 2  
City [SOUTH SAN FRANCISCO](#) State/Province/Country [CALIFORNIA](#) ZIP/PostalCode [94080](#) Phone Number of Issuer [415-365-5600](#)

**3. Related Persons**

Last Name [Williams](#) First Name [Lewis](#) Middle Name [T](#)  
Street Address 1 [c/o Five Prime Therapeutics, Inc.](#) Street Address 2 [Two Corporate Drive](#)  
City [South San Francisco](#) State/Province/Country [CALIFORNIA](#) ZIP/PostalCode [94080](#)  
Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name [Berger](#) First Name [Franklin](#) Middle Name  
Street Address 1 [c/o Five Prime Therapeutics, Inc.](#) Street Address 2 [Two Corporate Drive](#)  
City [South San Francisco](#) State/Province/Country [CALIFORNIA](#) ZIP/PostalCode [94080](#)  
Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name [McDade](#) First Name [Mark](#) Middle Name  
Street Address 1 [c/o Five Prime Therapeutics, Inc.](#) Street Address 2 [Two Corporate Drive](#)

City State/Province/Country ZIP/PostalCode  
South San Francisco CALIFORNIA 94080

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name First Name Middle Name  
Douglas Robert Lee  
Street Address 1 Street Address 2  
c/o Five Prime Therapeutics, Inc. Two Corporate Drive  
City State/Province/Country ZIP/PostalCode  
South San Francisco CALIFORNIA 94080

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name First Name Middle Name  
Jensen Peder K  
Street Address 1 Street Address 2  
c/o Five Prime Therapeutics, Inc. Two Corporate Drive  
City State/Province/Country ZIP/PostalCode  
South San Francisco CALIFORNIA 94080

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name First Name Middle Name  
Cohen Fred  
Street Address 1 Street Address 2  
345 California Street, Suite 3300  
City State/Province/Country ZIP/PostalCode  
San Francisco CALIFORNIA 94104

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name First Name Middle Name  
Byers Brook  
Street Address 1 Street Address 2  
2750 Sand Hill Road  
City State/Province/Country ZIP/PostalCode  
Menlo Park CALIFORNIA 94025

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name First Name Middle Name  
Atwood Brian  
Street Address 1 Street Address 2  
3000 Sand Hill Road, Building 4 Suite 210  
City State/Province/Country ZIP/PostalCode  
Menlo Park CALIFORNIA 94025

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name First Name Middle Name  
Sarena Francis  
Street Address 1 Street Address 2

c/o Five Prime Therapeutics, Inc. Two Corporate Drive  
City State/Province/Country ZIP/PostalCode  
South San Francisco CALIFORNIA 94080  
Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name First Name Middle Name  
Kavanaugh W. Michael  
Street Address 1 Street Address 2  
c/o Five Prime Therapeutics, Inc. Two Corporate Drive  
City State/Province/Country ZIP/PostalCode  
South San Francisco CALIFORNIA 94080  
Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name First Name Middle Name  
Belsky Marc  
Street Address 1 Street Address 2  
c/o Five Prime Therapeutics, Inc. Two Corporate Drive  
City State/Province/Country ZIP/PostalCode  
South San Francisco CALIFORNIA 94080  
Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name First Name Middle Name  
Knickerbocker Aron  
Street Address 1 Street Address 2  
c/o Five Prime Therapeutics, Inc. Two Corporate Drive  
City State/Province/Country ZIP/PostalCode  
South San Francisco CALIFORNIA 94080  
Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name First Name Middle Name  
Cesario Laretta  
Street Address 1 Street Address 2  
c/o Five Prime Therapeutics, Inc. Two Corporate Drive  
City State/Province/Country ZIP/PostalCode  
South San Francisco CALIFORNIA 94080  
Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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#### 4. Industry Group

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- |  |   |  |
|--|---|--|
| <input type="checkbox"/> Agriculture   | Health Care                                       | <input type="checkbox"/> Retailing                 |
| <input type="checkbox"/> Banking & Financial Services  | <input checked="" type="checkbox"/> Biotechnology | <input type="checkbox"/> Restaurants               |
| <input type="checkbox"/> Commercial Banking  | <input type="checkbox"/> Health Insurance         | Technology   |
| <input type="checkbox"/> Insurance   | <input type="checkbox"/> Hospitals & Physicians   | <input type="checkbox"/> Computers                 |
| <input type="checkbox"/> Investing   | <input type="checkbox"/> Pharmaceuticals          | <input type="checkbox"/> Telecommunications        |
| <input type="checkbox"/> Investment Banking  | <input type="checkbox"/> Other Health Care        | <input type="checkbox"/> Other Technology          |
| <input type="checkbox"/> Pooled Investment Fund  | <input type="checkbox"/> Manufacturing            | Travel   |
| Is the issuer registered as<br>an investment company under<br>the Investment Company<br>Act of 1940? | <input type="checkbox"/> Real Estate              | <input type="checkbox"/> Airlines & Airports       |
| <input type="checkbox"/> Yes <input type="checkbox"/> No   | <input type="checkbox"/> Commercial               | <input type="checkbox"/> Lodging & Conventions     |
| <input type="checkbox"/> Other Banking & Financial Services  | <input type="checkbox"/> Construction             | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Business Services   | <input type="checkbox"/> REITs & Finance          | <input type="checkbox"/> Other Travel              |
| Energy   | <input type="checkbox"/> Residential              | <input type="checkbox"/> Other                     |
| <input type="checkbox"/> Coal Mining   | <input type="checkbox"/> Other Real Estate        |  |
| <input type="checkbox"/> Electric Utilities  |   |  |
| <input type="checkbox"/> Energy Conservation   |   |  |
| <input type="checkbox"/> Environmental Services  |   |  |
| <input type="checkbox"/> Oil & Gas   |   |  |
| <input type="checkbox"/> Other Energy  |   |  |

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#### 5. Issuer Size

- | Revenue Range   | OR | Aggregate Net Asset Value Range                       |
|---|----|---|
| <input type="checkbox"/> No Revenues                    |    | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000              |    | <input type="checkbox"/> \$1 - \$5,000,000            |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000      |    | <input type="checkbox"/> \$5,000,001 - \$25,000,000   |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000     |    | <input type="checkbox"/> \$25,000,001 - \$50,000,000  |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000   |    | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000             |    | <input type="checkbox"/> Over \$100,000,000           |
| <input checked="" type="checkbox"/> Decline to Disclose |    | <input type="checkbox"/> Decline to Disclose          |
| <input type="checkbox"/> Not Applicable                 |    | <input type="checkbox"/> Not Applicable               |

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#### 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- |  |  |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505  |
| <input type="checkbox"/> Rule 504 (b)(1)(i)                      | <input checked="" type="checkbox"/> Rule 506                                       |
| <input type="checkbox"/> Rule 504 (b)(1)(ii)                     | <input type="checkbox"/> Securities Act Section 4(6)                               |
| <input type="checkbox"/> Rule 504 (b)(1)(iii)                    | <input type="checkbox"/> Investment Company Act Section 3(c)                       |
|  | <input type="checkbox"/> Section 3(c)(1) <input type="checkbox"/> Section 3(c)(9)  |
|  | <input type="checkbox"/> Section 3(c)(2) <input type="checkbox"/> Section 3(c)(10) |
|  | <input type="checkbox"/> Section 3(c)(3) <input type="checkbox"/> Section 3(c)(11) |
|  | <input type="checkbox"/> Section 3(c)(4) <input type="checkbox"/> Section 3(c)(12) |
|  | <input type="checkbox"/> Section 3(c)(5) <input type="checkbox"/> Section 3(c)(13) |
|  | <input type="checkbox"/> Section 3(c)(6) <input type="checkbox"/> Section 3(c)(14) |
|  | <input type="checkbox"/> Section 3(c)(7)   |

**7. Type of Filing**

New Notice Date of First Sale 2012-04-16  First Sale Yet to Occur  
 Amendment

**8. Duration of Offering**

Does the Issuer intend this offering to last more than one year?  Yes  No

**9. Type(s) of Securities Offered (select all that apply)**

Equity  Pooled Investment Fund Interests  
 Debt  Tenant-in-Common Securities  
 Option, Warrant or Other Right to Acquire Another Security  Mineral Property Securities  
 Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  Other (describe)

**10. Business Combination Transaction**

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Yes  No

Clarification of Response (if Necessary):

**11. Minimum Investment**

Minimum investment accepted from any outside investor \$0 USD

**12. Sales Compensation**

Recipient Recipient CRD Number  None  
(Associated) Broker or Dealer  None (Associated) Broker or Dealer CRD Number  None  
Street Address 1 Street Address 2  
City State/Province/Country ZIP/Postal Code  
State(s) of Solicitation (select all that apply)  All States  Foreign/non-US  
Check "All States" or check individual States

**13. Offering and Sales Amounts**

Total Offering Amount \$10,000,000 USD or  Indefinite  
Total Amount Sold \$10,000,000 USD  
Total Remaining to be Sold \$0 USD or  Indefinite

Clarification of Response (if Necessary):

**14. Investors**

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering. \_\_\_\_\_  
Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

**15. Sales Commissions & Finder's Fees Expenses**

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD  Estimate  
Finders' Fees \$0 USD  Estimate

Clarification of Response (if Necessary):

**16. Use of Proceeds**

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD  Estimate

Clarification of Response (if Necessary):

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### Signature and Submission

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**Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.**

### Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
FIVE PRIME THERAPEUTICS INC	/s/ Francis Sarena	Francis Sarena	Vice President, General Counsel and Secretary	2012-04-19

*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.*

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.