

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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>BVF PARTNERS L P/IL</u>  (Last) (First) (Middle) 44 MONTGOMERY STREET 40TH FL  (Street) SAN FRANCISCO CA 94104  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/01/2019	3. Issuer Name and Ticker or Trading Symbol <u>FIVE PRIME THERAPEUTICS, INC. [ FPRX ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$0.001 par value <sup>(1)</sup>	2,046,311	D <sup>(2)</sup>	
Common Stock, \$0.001 par value <sup>(1)</sup>	1,662,274	D <sup>(3)</sup>	
Common Stock, \$0.001 par value <sup>(1)</sup>	298,496	D <sup>(4)</sup>	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person\*  
BVF PARTNERS L P/IL  
 (Last) (First) (Middle)  
 44 MONTGOMERY STREET  
 40TH FL  
 (Street)  
 SAN FRANCISCO CA 94104  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
BIOTECHNOLOGY VALUE FUND L P  
 (Last) (First) (Middle)  
 44 MONTGOMERY STREET  
 40TH FL  
 (Street)  
 SAN FRANCISCO CA 94104  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
BIOTECHNOLOGY VALUE FUND II LP  
 (Last) (First) (Middle)  
 44 MONTGOMERY STREET

40TH FL

(Street)

SAN FRANCISCO CA 94104

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

Biotechnology Value Trading Fund OS LP

(Last)

(First)

(Middle)

P.O. BOX 309 UGLAND HOUSE

(Street)

GRAND CAYMAN E9 KY1-1104

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

BVF Partners OS Ltd.

(Last)

(First)

(Middle)

P.O. BOX 309 UGLAND HOUSE

(Street)

GRAND CAYMAN E9 KY1-1104

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

BVF INC/IL

(Last)

(First)

(Middle)

44 MONTGOMERY STREET

40TH FL

(Street)

SAN FRANCISCO CA 94104

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

LAMPERT MARK N

(Last)

(First)

(Middle)

44 MONTGOMERY STREET

40TH FL

(Street)

SAN FRANCISCO CA 94104

(City)

(State)

(Zip)

**Explanation of Responses:**

1. This Form 3 is filed jointly by Biotechnology Value Fund, L.P. ("BVF"), Biotechnology Value Fund II, L.P. ("BVF2"), Biotechnology Value Trading Fund OS LP ("Trading Fund OS"), BVF Partners OS Ltd. ("Partners OS"), BVF Partners L.P. ("Partners"), BVF Inc. and Mark N. Lampert (collectively, the "Reporting Persons"). Each of the Reporting Persons is a member of a Section 13(d) group that collectively owns more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.
2. Securities owned directly by BVF. As the general partner of BVF, Partners may be deemed to beneficially own the securities owned directly by BVF. As the investment adviser and general partner of Partners, BVF Inc. may be deemed to beneficially own the securities owned directly by BVF. As a director and officer of BVF Inc., Mr. Lampert may be deemed to beneficially own the securities owned directly by BVF.
3. Securities owned directly by BVF2. As the general partner of BVF2, Partners may be deemed to beneficially own the securities owned directly by BVF2. As the investment adviser and general partner of Partners, BVF Inc. may be deemed to beneficially own the securities owned directly by BVF2. As a director and officer of BVF Inc., Mr. Lampert may be deemed to beneficially own the securities owned directly by BVF2.
4. Securities owned directly by Trading Fund OS. As the general partner of Trading Fund OS, Partners OS may be deemed to beneficially own the securities owned directly by Trading Fund OS. As the investment manager of Trading Fund OS and the sole member of Partners OS, Partners may be deemed to beneficially own the securities owned directly by Trading Fund OS. As the investment adviser and general partner of Partners, BVF Inc. may be deemed to beneficially own the securities owned directly by Trading Fund OS. As a director and officer of BVF Inc., Mr. Lampert may be deemed to beneficially own the securities owned directly by Trading Fund OS.

BVF Partners L.P., By: BVF Inc., its general partner, By: /s/ 10/02/2019  
Mark N. Lampert, President  
Biotechnology Value Fund, 10/02/2019

<u>L.P., By: BVF Partners L.P., its general partner, By: BVF Inc, its general partner, By: /s/ Mark N. Lampert, President</u>	
<u>Biotechnology Value Fund II, L.P., By: BVF Partners L.P., its general partner, By: BVF Inc., its general partner, By: /s/ Mark N. Lampert, President</u>	<u>10/02/2019</u>
<u>BVF Partners OS Ltd., By: BVF Partners L.P., its sole member, By: BVF Inc., its general partner, By: /s/ Mark N. Lampert, President</u>	<u>10/02/2019</u>
<u>Biotechnology Value Trading Fund OS LP, By: BVF Partners L.P., its investment manager, BVF Inc., its general partner, By: /s/ Mark N. Lampert, President</u>	<u>10/02/2019</u>
<u>BVF Inc., By: /s/ Mark N. Lampert, President</u>	<u>10/02/2019</u>
<u>/s/ Mark N. Lampert</u>	<u>10/02/2019</u>
** 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 5 (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.**