

**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): November 17, 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
<b>Common Stock, par value \$0.001 per share</b>	<b>FPRX</b>	<b>The Nasdaq Stock Market LLC</b>

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 8.01 Other Events.**

On November 17, 2020, Five Prime Therapeutics, Inc. (the “Company”) issued a press release announcing the closing of its previously announced underwritten public offering of 8,280,000 shares of its common stock, including 1,080,000 shares sold pursuant to the exercise in full by the underwriters of their option to purchase additional shares. The gross proceeds to the Company were approximately \$173.9 million, before deducting underwriting discounts, commissions and offering expenses payable by the Company.

A copy of the Company’s press release announcing the closing of the offering is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press release issued by the Company on November 17, 2020.</a>
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document).

**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: November 17, 2020



## Five Prime Announces Closing of Upsized Public Offering of Common Stock

### *Underwriters Fully Exercise Option to Purchase Additional Shares*

South San Francisco, Calif., Nov. 17, 2020 (BUSINESS WIRE) – Five Prime Therapeutics, Inc. (Nasdaq: FPRX) announced today the closing of its upsized underwritten public offering of 8,280,000 shares of its common stock, which includes 1,080,000 shares sold upon the underwriters' full exercise of their option to purchase additional shares, resulting in aggregate gross proceeds of approximately \$173.9 million, before deducting underwriting discounts and commissions and estimated offering expenses payable by Five Prime.

Cowen and SVB Leerink acted as joint book-running managers for the offering. Wedbush PacGrow acted as co-manager for the offering.

The shares of common stock were offering pursuant to a "shelf" registration statement previously filed with and declared effective by the Securities and Exchange Commission (SEC). The offering is being made only by means of a prospectus supplement and accompanying prospectus, copies of which may be obtained from Cowen and Company, LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, Attention: Prospectus Department, by telephone at (833) 297-2926 or by email at [PostSaleManualRequests@broadridge.com](mailto:PostSaleManualRequests@broadridge.com), or SVB Leerink LLC, Attention: Syndicate Department, One Federal Street, 37th Floor, Boston, MA, 02110, by telephone at (800) 808-7525, ext. 6132 or by e-mail at [syndicate@svbleerink.com](mailto:syndicate@svbleerink.com).

This press release shall not constitute an offer to sell, or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

#### **CONTACT:**

Martin Forrest  
VP, Investor Relations & Corporate Communications  
Five Prime Therapeutics, Inc.  
415-365-5625  
[martin.forrest@fiveprime.com](mailto:martin.forrest@fiveprime.com)

###