

Collins Helen Louise
Form 3/A
May 02, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â Collins Helen Louise</p> <p>(Last) (First) (Middle)</p> <p>111 OYSTER POINT BOULEVARD</p> <p>(Street)</p> <p>SOUTH SAN FRANCISCO,Â CAAÂ 94080</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/20/2017</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>FIVE PRIME THERAPEUTICS INC [FPRX]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>SVP and Chief Medical Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>03/22/2017</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security</p> <p>(Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned</p> <p>(Instr. 4)</p>	<p>3. Ownership Form:</p> <p>Direct (D) or Indirect (I)</p> <p>(Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership</p> <p>(Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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 control number.

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

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

Employee Stock Option (right to buy) <u>(1)</u>	Â <u>(2)</u>	06/26/2026	Common Stock	60,000	\$ 37.89	D	Â
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Collins Helen Louise 111 OYSTER POINT BOULEVARD SOUTH SAN FRANCISCO, CA 94080	Â	Â	Â SVP and Chief Medical Officer	Â

Signatures

/s/ Francis Sarena, Attorney-in-Fact	05/02/2019
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__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) This transaction was previously reported in the reporting person's original Form 3 filed with the Securities and Exchange Commission (the "SEC") on March 22, 2017, as amended by the reporting person's Form 3/A filed with the SEC on February 28, 2018 (the "Original Form 3"). This transaction is not new or revised, but is being reported again such that the system does not, by default, indicate that "no securities are beneficially owned" by the reporting person.

(2) One fourth (1/4) of the shares underlying this option vested on June 20, 2017, and the remainder of the shares underlying this option vest at a rate of one forth-eighth (1/8) per month thereafter, provided the reporting person provides services to Five Prime Therapeutics, Inc. through each such date.

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Remarks:

ThisÂ amendmentÂ isÂ beingÂ filedÂ toÂ attachÂ theÂ reportingÂ person'sÂ PowerÂ ofÂ Attorney,Â whichÂ wasÂ inadvisable

ExhibitÂ List:Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.