White David Form 3 March 04, 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, response...

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)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement FIVE PRIME THERAPEUTICS INC [FPRX] White David (Month/Day/Year) 02/28/2019 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 111 OYSTER POINT BLVD (Check all applicable) (Street) 6. Individual or Joint/Group Director 10% Owner

SOUTH SAN FRANCISCO, CAÂ 94080

(City) (State) (Zip)

1.Title of Security (Instr. 4)

__X__ Officer _____ Other
(give title below) (specify below)

See Remarks

Filing(Check Applicable Line)
_X_Form filed by One Reporting
Person

___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned (Instr. 4)

Ownership Form: Direct (D) or Indirect 4. Nature of Indirect Beneficial

Ownership (Instr. 5)

(I) (Instr. 5)

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)

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
White David 111 OYSTER POINT BLVD SOUTH SAN FRANCISCO, CA 94080	Â	Â	See Remarks	Â

Signatures

/s/ Francis Sarena, Attorney-in-fact 03/04/2019

**Signature of Reporting Person Date

Explanation of Responses:

No securities are beneficially owned

- * 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).

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Remarks:

Vice President, Finance and Principal Accounting Officer

No securities beneficially owned.

Exhibit List:

Exhibit 24 - Power of 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.

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