

FIVE PRIME THERAPEUTICS INC

Form 8-K

November 22, 2017

**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 20, 2017**

**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.)**

**Two Corporate Drive**

**94080**

**South San Francisco, California**  
**(Address of principal executive offices)** **(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))  
Indicated 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On November 20, 2017, Five Prime Therapeutics, Inc. ( FivePrime ) and Lewis T. Williams entered into a written offer letter (the Offer Letter ) in connection with Dr. Williams' transition from his position as FivePrime's President, Chief Executive Officer and Chairman of the Board of Directors (the Board ) to Executive Chairman of the Board, effective January 1, 2018.

Pursuant to the Offer Letter, Dr. Williams will generally work an 80% schedule of four days per workweek after January 1, 2018. Dr. Williams will receive an annual base salary of \$300,000 and will be eligible to participate in FivePrime's annual bonus program, with a target annual bonus equal to 40% of his base salary.

The foregoing description of the Offer Letter is qualified in its entirety by reference to the Offer Letter, which FivePrime will file as exhibits to its Form 10-K for the fiscal year ending December 31, 2017.

**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 22, 2017