

FIVE PRIME THERAPEUTICS INC
Form 8-K
May 11, 2018

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): May 10, 2018

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

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 5.07 Submission of Matters to a Vote of Security Holders.

Five Prime Therapeutics, Inc. (FivePrime) held its annual meeting of stockholders (the Annual Meeting) on May 10, 2018. The final results for each of the proposals submitted to a vote of FivePrime s stockholders at the Annual Meeting are set forth below. These proposals are described in detail in FivePrime s definitive proxy statement filed with the Securities and Exchange Commission on March 30, 2018 (the Proxy Statement).

Proposal 1: FivePrime s stockholders elected all of the nominees for director to serve a three-year term until the 2021 Annual Meeting, or until their respective successors are duly elected and qualified, by the votes set forth in the table below:

Nominee	For	Withheld	Broker Non-Votes
Sheila Gujrathi, M.D.	26,866,165	304,397	3,313,294
Peder K. Jensen, M.D.	26,805,332	365,230	3,313,294
Aron M. Knickerbocker	26,860,372	310,190	3,313,294

Proposal 2: FivePrime s stockholders approved, on an advisory basis, the compensation paid to FivePrime s named executive officers, as disclosed in the Proxy Statement, by the votes set forth in the table below:

For	Against	Abstain	Broker Non-Votes
25,312,862	1,829,969	27,731	3,313,294

Proposal 3: FivePrime s stockholders ratified the appointment of Ernst & Young LLP as FivePrime s independent registered public accounting firm for the fiscal year ending December 31, 2018 by the votes set forth in the table below:

For	Against	Abstain
30,344,389	129,028	10,439

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: May 11, 2018