

FIVE PRIME THERAPEUTICS INC  
Form 8-K  
May 20, 2014

**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): May 16, 2014**

**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**

**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))

**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 16, 2014. The final results for each of the proposals submitted to a vote of FivePrime s stockholders at the Annual Meeting are set forth below. The proposals set forth below are described in detail in FivePrime s definitive proxy statement filed with the Securities and Exchange Commission on April 4, 2014.

*Proposal 1:* FivePrime s stockholders elected all of the nominees for Class I directors to serve a three-year term until the 2017 Annual Meeting, or until their respective successors are duly elected and qualified, by the votes set forth in the table below:

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Brian G. Atwood	16,350,721	5,513	651,258
R. Lee Douglas	16,350,721	5,513	651,258
Mark D. McDade	16,316,386	39,848	651,258

*Proposal 2:* 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, 2014 by the votes set forth in the table below:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
16,814,326	193,116	50

**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

Senior Vice President, General Counsel & Secretary

Dated: May 20, 2014