

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:

| Nominee | For | Withheld | Broker Non-Votes |
|-----------------|------------|-----------------|-------------------------|
| 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:

| For | Against | Abstain |
|------------|----------------|----------------|
| 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