

FIVE PRIME THERAPEUTICS INC

Form 8-K/A

August 24, 2017

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K/A**

**(Amendment No. 1)**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 22, 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**

**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))  
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.

### EXPLANATORY NOTE

This current report on Form 8-K/A (this Amendment ) amends the current report on Form 8-K that Five Prime Therapeutics, Inc. (the Company ) filed with the Securities and Exchange Commission on May 12, 2017 (the Original Form 8-K ). The Original Form 8-K reported the final voting results of the Company s 2017 annual meeting of stockholders held on May 10, 2017 (the 2017 Annual Meeting ). The sole purpose of this Amendment is to disclose the Company s decision regarding how frequently it will conduct future stockholder advisory votes to approve the compensation paid to the Company s named executive officers (the Say-on-Pay Vote ). No other changes have been made to the Original Form 8-K.

#### **Item 5.07 Submission of Matters to a Vote of Security Holders.**

At the 2017 Annual Meeting, the Company s stockholders recommended, on an advisory basis, a frequency of every year for future Say-on-Pay Votes. Based on the results of the stockholder advisory vote and other factors, the Company s Board of Directors determined at a meeting held on August 22, 2017 that the Company will hold future Say-on-Pay Votes on an annual basis. The Company will continue to hold Say-on-Pay Votes on an annual basis until the occurrence of the next stockholder advisory vote on the frequency of Say-on-Pay Votes, which will occur no later than the Company s 2023 annual meeting of stockholders.

**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: August 24, 2017