



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

November 15, 2018

Aron M. Knickerbocker  
President and Chief Executive Officer  
Five Prime Therapeutics, Inc.  
111 Oyster Point Boulevard  
South San Francisco, CA 94080

**Re: Five Prime Therapeutics, Inc.**  
**Registration Statement on Form S-3**  
**Filed November 6, 2018**  
**File No. 333-228206**

Dear Mr. Knickerbocker:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Jeffrey Gabor at 202-551-2544 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Healthcare & Insurance

cc: Jaime L. Chase, Esq.