



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

DIVISION OF
CORPORATION FINANCE

March 3, 2020

Via E-mail

David V. Smith
Chief Financial Officer
Five Prime Therapeutics Inc.
111 Oyster Point Blvd.
South San Francisco, CA 94080

**Re: Five Prime Therapeutics, Inc.
Form 10-Q for the Quarterly Period Ended September 30, 2019
Exhibit No. 10.1 – Amendment No. 3 to the Non-Exclusive License Agreement by and
among the company, BioWa, Inc. and Lonza Sales AG, dated as of July 17, 2019
Exhibit No. 10.2 – Amendment No. 4 to the Non-Exclusive License Agreement by and
among the company, BioWa, Inc. and Lonza Sales AG, dated as of August 22, 2019
Filed November 6, 2019
File No. 001-36070**

Dear Mr. Smith:

We have concluded our assessment of your redacted exhibits for compliance with applicable form requirements and will process your supplemental response and related materials in accordance with your request.

Sincerely,

Division of Corporation Finance