

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

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

JAN 12 2004

1175505

OMB Number: 3235-0076 **Expires: May 31, 2005** Estimated average burden hours per form.....1

SEC USE ONLY						
Prefix	Serial					
DATE RECEIVED						
	.,					

Name of Offering (check if this is an	amendment and name has changed,	and indicate change.)	in					
Offering of Series A Preferred Stock and the underlying shares of common stock issuable upon conversion of the Series A Preferred Stock								
Filing Under (Check box(es) that apply):	☐ Rule 504	☐ Rule 505	Rule 506	☐ Section 4(6)	ULOE			
Type of Filing:	X	New Filing		Amendment				
A. BASIC IDENTIFICATION DATA								
1. Enter the information requested abo	out the issuer							
Name of Issuer (check if this is an an	nendment and name has changed, and	d indicate change.)	<u> </u>					
Five Prime Therapeutics, Inc.								
Address of Executive Offices	(Number and Street	, City, State, Zip Code)	Telephone Number (Including Area Code)				
951 Gateway Blvd., South San Francisco, CA 94080 650-624-5942								
Address of Principal Business Operation (if different from Executive Offices)	s (Number and Street, City, State, Zi	p Code)	Telephone Number (Including Area Code)				
Same								
Brief Description of Business Therapeutics Discovery		fe	RECEIVED					
Type of Business Organization			1001 0 0 0000					
■ corporation	limited partnership, already for	ormed	JAN 0 8 2004	other (please specify):	:			
☐ business trust	☐ limited partnership, to be form	ned 🔭						
Actual or Estimated Date of Incorporation				Actual	Estimated			
Jurisdiction of Incorporation or Organiza	ation: (Enter two-letter U.S. Posta CN for Canada; FN for other		for State:	Di	Ε			

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (2-97) 1 of

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	☐ Promoter	E Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner							
	name first, if individual) s T. M.D. Ph.D.											
	Business or Residence Address (Number and Street, City, State, Zip Code) c/o Five Prime Therapeutics, Inc., 951 Gateway Blvd. South San Francisco, CA 94080											
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner							
	name first, if individual)											
Business or Res	Business or Residence Address (Number and Street, City, State, Zip Code)											
2750 Sand Hill Road, Menlo Park, CA 94025 Check Boxes												
that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner							
	name first, if individual) logy Partners, L.P.											
Business or Res	idence Address (Number and S Street, Suite 3300, Fort Wo											
Check Boxes that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner							
Full Name (Last name first, if individual) Versant Venture Capital I, L.P.												
	idence Address (Number and	Street, City, State, Zip Code)										
3000 Sand Hill	Road, Building 4, Suite 210,	Menlo Park, CA 94025										
Check Boxes that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner							
Full Name (Last name first, if individual) Dnaform, Inc.												
	idence Address (Number and Safey, Roach and May, Two E	- · · · · · · · · · · · · · · · · · · ·	00, San Francisco, CA 94111									
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner							
Full Name (Las Atwood, Brian	t name first, if individual)											
	idence Address (Number and Road, Building 4, Suite 210,			,								
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner							
Full Name (Las Byers, Brook	t name first, if individual)											
	idence Address (Number and Road, Menlo Park, CA 940				,							
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	⊠ Director	General and/or Managing Partner							
	t name first, if individual)											
Business or Res	sidence Address (Number and	Street, City, State, Zip Code)										
301 Commerce	Street, Suite 3300, Fort Wo	rth, TX 76102										

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner						
	name first, if individual)										
Colella, Sam	manie mot, m marriduary										
Business or Res	idence Address (Number and	Street, City, State, Zip Code)		-							
3000 Sand Hill Road, Building 4, Suite 210, Menlo Park, CA 94025											
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner						
Full Name (Last name first, if individual) Hayashi, Toshizo Business or Residence Address (Number and Street, City, State, Zip Code)											
		Embarcadero Center, Suite 20		[Mar.							
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner						
	name first, if individual)										
Maderis, Gail	71 111 01 1	0 0 0 0									
	idence Address (Number and	*	CA 04000								
Check Boxes	Promoter	eway Blvd. South San Francis Beneficial Owner	Executive Officer	➤ Director	General and/or						
that Apply:	☐ Promoter	Li Beneficial Owner	Li Executive Officer	Director	Managing Partner						
Full Name (Last name first, if individual) Douglas, Lee											
	idence Address (Number and	Street City State 7in Code)									
		eway Blvd. South San Francis	co, CA 94080								
Check Boxes that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner						
Full Name (Last name first, if individual) Dyar, Joel											
	idence Address (Number and	Street, City, State, Zip Code)		· · · · · · · · · · · · · · · · · · ·	· · · · · · · · · · · · · · · · · · ·						
c/o Five Prime	Therapeutics, Inc., 951 Gate	eway Blvd. South San Francis	co, CA 94080								
Check Boxes that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner						
Full Name (Las	t name first, if individual)				-						
Business or Res	sidence Address (Number and	Street, City, State, Zip Code)									
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner						
Full Name (Las	t name first, if individual)										
Business or Res	sidence Address (Number and	Street, City, State, Zip Code)									
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner						
Full Name (Las	t name first, if individual)										
Business or Res	sidence Address (Number and	Street, City, State, Zip Code)									

B. INFORMATION ABOUT OFFERING													
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE. Yes No _X												
2.	What is the minimum investment that will be accepted from any individual? \$ N/A												
3.	Does the offering permit joint ownership of a single unit?												
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. NONE													
Full Name (Last name first, if individual)													
Bus	iness or Re	sidence Add	lress (Number	and Street,	City, State,	Zip Code)				······································			
Nar	ne of Assoc	ciated Broke	r or Dealer										
			ted Has Solici									_	7 All C
									***************************************				All States
[AL	.]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]		[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[M]	rj	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]		[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]
Full	Name (La	st name first	, if individual)									
Bus	iness or Re	esidence Add	iress (Number	and Street,	City, State,	Zip Code)							
Nar	ne of Asso	ciated Broke	r or Dealer		-								
Sta	es in Whic	h Person Lis	ted Has Solic	ited or Inten	ds to Solici	t Purchasers				······································			
(Ch	eck "All Si	tates" or che	ck individual	States)	•••••••••				••••		•••••		All States
[AL	.)	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]		[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[M		[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RJ		[SC]	[SD]	ITN]	[TX]	[UT]	[VT]	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]
			, if individual							<u>-</u>			
Bus	siness or Re	esidence Ado	dress (Number	and Street,	City, State,	, Zip Code)		· · · · · · · · · · · · · · · · · · ·			1.1. f . f		
Nar	ne of Asso	ciated Broke	er or Dealer								<u></u>		
Sta	tes in Whic	h Person Lis	sted Has Solic	ited or Inten	ds to Solici	t Purchasers	;	·····			-		
(Ch	eck "All S	tates" or che	ck individual	States)				·			••••••		All States
[AI	4	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	{DC}	(FL)	[GA]	(HI)	[ID]
[IL]		[IN]	[IA]	(KS)	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[M		[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI		ISCI	(SDI	[TN]	[TX]	(UT)	IVTI	[VA]	[VAI	(WV)	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "no transaction is an exchange offering, check this box □ and indicate in the columns below the amounts of the securities offered for exchange and the total amount already sold.

••	transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the	ie securi	ities offered fo		ge and	already exchanged
	Type of Security		Aggregate		Ar	nount Already
			ffering Price			Sold
	Debt		0			0
	Equity	\$	9,500,000.00		\$	9,500,000.00
	Common Preferred					
	Convertible Securities (including warrants)	\$	0		\$	0
	Partnership Interests		0			0
	Other (Specify)	\$	0		\$	0
	Total	\$	9,500,000.00		\$	9,500,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.					
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this					
	offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate					
	the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."					
			Number			Aggregate
			Investors		D	ollar Amount
						of Purchases
	Accredited Investors		11		\$	9,500,000.00
	Non-accredited Investors		0		\$_	0
	Total (for filings under Rule 504 only)					
	Answer also in Appendix, Column 4, if filing under ULOE.					
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.					
			Type of		D	ollar Amount
			Security			Sold
	Type of Offering					
	Rule 505				\$	
	Regulation A				\$_	
	Rule 504		NA ALL		\$	
	Total				\$	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.					
	Transfer Agent's Fees				\$	<u></u>
	Printing and Engraving Costs				\$	
	Legal Fees			E	\$_	20,000.00
	Accounting Fees					
	Engineering Fees				\$_	
	Sales Commissions (specify finders' fees separately)				\$_	
	Other Expenses (Identify)					
	Total			X		20,000.00

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer" 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above. Payment to Officers, Directors, & Affiliates Others Salaries and fees. Purchase of real estate. Successful or leasing and installation of machinery and equipment. Successful of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payment to Officers, Directors, & Affiliates Payment to Officers, Directors, & Affiliates Others Salaries and fees. Successful or leasing and installation of machinery and equipment. Successful or leasing and installation of machinery and equipment. Successful or leasing of plant buildings and facilities. Successful or leasing of plant buildings and facilities. Successful or leasing and installation of machinery and equipment. Successful or leasing of plant buildings and facilities. Successful or leasi	C. OFFERING PRICE, NUMBER OF	NVESTORS, EXPENSES A	AND USE OF PROCEEDS	
If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above. Payment to Officers, Directors, & Affiliates Others Salaries and fees	b. Enter the difference between the aggregate offering price given in r	esponse to Part C - Question 1	l and total expenses furnished	\$ 9,480,000.00
Directors, & Affiliates Others Salaries and fees	If the amount for any purpose is not known, furnish an estimate and	check the box to the left of the	he estimate. The total of the	
Salaries and fees			•	*
Purchase of real estate	Salaries and fees			
Purchase, rental or leasing and installation of machinery and equipment S S S Construction or leasing of plant buildings and facilities S Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) S S Repayment of indebtedness S Working capital S Other (specify): S S S S S S S S S S S S S			L 3	
Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify): S 9,480,000.6			L 9	
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)			<u> </u>	
in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify): S S S 9,480,000.6 S S S S S S S S S S S S S S S S S S			— v	⊔ \$
Working capital □ \$ ▼ \$ 9,480,000.0 Other (specify): □ \$ □ \$ □ \$ □ \$ □ \$				□ s
Other (specify):	Repayment of indebtedness		·· 🗆 \$	□ \$
	Working capital			× 5 9,480,000.00
□ s □ s	Other (specify):		— П.	Пе
			— — .	
10tal Payments Listed (column totals added)				<u>,480,000.00</u>
	D. FE.	DERAL SIGNATURE		
D. FEDERAL SIGNATURE				6.11
D. FEDERAL SIGNATURE		•		5 5
The issuer had duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constant undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to	Issuer (Print or Type)	Signature		Date
The issuer had duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature const un undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to non-accredited investor pursuant to paragraph (b)(2) of Rule 502.			3 -	Unlas
The issuer had duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constant undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature Date 17404	Five Prime Therapeutics, Inc.	Janual	R	117109
The issuer had duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constant undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature Date Five Prime Therapeutics, Inc.	Name of Signer (Print or Type)	Title of Signer (Print or Typ	pe)	117109

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

1.	Is any party described in 17 CFR 230.262 presently subject to any of the .	e disqualification provisions of such rule	≥?	Yes	No ×					
	See Appendix.	, Column 5, for state response.								
2.	The undersigned issuer hereby undertakes to furnish to the state administrator of any state in which the notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.									
3.	The undersigned issuer hereby undertakes to furnish to any state administrators, upon written request, information furnished by the issuer to offerees.									
4.		(ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these								
The	The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized									
per	person.									
Isst	Issuer (Print or Type)	Signature		Date						
Fiv	Five Prime Therapeutics, Inc.	, · · · · ·								
Na	Name (Print or Type)	Title (Print or Type)								
La	Laura A. Berezin	Secretary			ŀ					

E. STATE SIGNATURE

Instruction

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.