

FIVE PRIME THERAPEUTICS INC
Form SC 13G/A
February 17, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 1)*

Five Prime Therapeutics, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

33830X104

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Edgar Filing: FIVE PRIME THERAPEUTICS INC - Form SC 13G/A

..	Rule 13d-1(b)
..	Rule 13d-1(c)
x	Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

Page 1 of 11

Exhibit Index Contained on Page 10

CUSIP NO. 33830X104 13 G Page 2 of 11

1 NAME OF REPORTING PERSONS Kleiner Perkins Caufield & Byers X-A, L.P. ("KPCB X-A")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY EACH

REPORTING

PERSON

WITH

5 SOLE VOTING POWER

0 shares.

6 SHARED VOTING POWER

See response to row 5.

7 SOLE DISPOSITIVE POWER

0 shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10

EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

0.0%

12 TYPE OF REPORTING PERSON

PN

CUSIP NO. 33830X104 13 G Page 3 of 11

1 NAME OF REPORTING PERSONS Kleiner Perkins Caufield & Byers X-B, L.P. ("KPCB X-B")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY EACH REPORTING

PERSON

WITH

5 SOLE VOTING POWER

0 shares.

6 SHARED VOTING POWER

See response to row 5.

7 SOLE DISPOSITIVE POWER

0 shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON

0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10

EXCLUDES CERTAIN SHARES

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

0.0%

12 TYPE OF REPORTING PERSON

PN

CUSIP NO. 33830X104 13 G Page 4 of 11

1 NAME OF REPORTING PERSONS KPCB X Associates, LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY EACH

REPORTING

PERSON

WITH

5 SOLE VOTING POWER
0 shares.

6 SHARED VOTING POWER
See response to row 5.

7 SOLE DISPOSITIVE POWER
0 shares.

8 SHARED DISPOSITIVE POWER
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON

0

REPORTING PERSON

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10

EXCLUDES CERTAIN SHARES

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

0.0%

12 TYPE OF REPORTING PERSON

OO

CUSIP NO. 33830X104 13 G Page 5 of 11

1 NAME OF REPORTING PERSONS Kleiner Perkins Caufield & Byers IX-A, L.P. ("KPCB IX-A")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY EACH

REPORTING

PERSON

WITH

5 SOLE VOTING POWER
0 shares.

6 SHARED VOTING POWER
See response to row 5.

7 SOLE DISPOSITIVE POWER
0 shares.

8 SHARED DISPOSITIVE POWER
See response to row 7.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9

REPORTING PERSON

0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10

EXCLUDES CERTAIN SHARES

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

0.0%

12 TYPE OF REPORTING PERSON

PN

CUSIP NO. 33830X104 13 G Page 6 of 11

1 NAME OF REPORTING PERSONS Kleiner Perkins Caufield & Byers IX-B, L.P. ("KPCB IX-B")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY EACH

REPORTING

PERSON

WITH

5 SOLE VOTING POWER

0 shares.

6 SHARED VOTING POWER

See response to row 5.

7 SOLE DISPOSITIVE POWER

0 shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9

REPORTING PERSON

0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10

EXCLUDES CERTAIN SHARES

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

0.0%

12 TYPE OF REPORTING PERSON

PN

CUSIP NO. 33830X104 13 G Page 7 of 11

1 NAME OF REPORTING PERSONS KPCB IX Associates, LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY EACH

REPORTING

PERSON

WITH

5 SOLE VOTING POWER
0 shares.

6 SHARED VOTING POWER
See response to row 5.

7 SOLE DISPOSITIVE POWER
0 shares.

8 SHARED DISPOSITIVE POWER
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON

0

REPORTING PERSON

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10

EXCLUDES CERTAIN SHARES

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

0.0%

12 TYPE OF REPORTING PERSON

OO

CUSIP NO. 33830X104 13 G Page 8 of 11

This Amendment No. 1 amends the Statement on Schedule 13G previously filed by Kleiner Perkins Caufield & Byers X-A, L.P., a California limited partnership, Kleiner Perkins Caufield & Byers X-B, L.P., a California limited partnership, KPCB X Associates, LLC, a California limited liability company, Kleiner Perkins Caufield & Byers IX-A, L.P., a California limited partnership, Kleiner Perkins Caufield & Byers IX-B, L.P., a California limited partnership, and KPCB IX Associates, LLC, a California limited liability company. The foregoing entities are collectively referred to as the "Reporting Persons." Only those items as to which there has been a change are included in this Amendment No. 1.

ITEM 4. OWNERSHIP

The following information with respect to the ownership of the ordinary shares of the Issuer by the persons filing this Statement is provided as of December 31, 2014:

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the Reporting Person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: Yes.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

CUSIP NO. 33830X104 13 G Page 9 of 11

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2015

KLEINER PERKINS CAUFIELD
& BYERS X-A, L.P.,
a California limited partnership

By: KPCB X ASSOCIATES, LLC,
a California limited liability
company, its general partner

By: /s/ Paul Vronsky
Paul Vronsky, General Counsel

KLEINER PERKINS CAUFIELD
& BYERS X-B, L.P.,
a California limited partnership

By: KPCB X ASSOCIATES, LLC,
a California limited liability
company, its general partner

By: /s/ Paul Vronsky
Paul Vronsky, General Counsel

KPCB X ASSOCIATES, LLC, a
California limited liability company

By: /s/ Paul Vronsky
Paul Vronsky, General Counsel

KLEINER PERKINS CAUFIELD
& BYERS IX-A, L.P.,
a California limited partnership

By: KPCB IX ASSOCIATES, LLC,
a California limited liability
company, its general partner

By: /s/ Paul Vronsky
Paul Vronsky, General Counsel

KLEINER PERKINS CAUFIELD
& BYERS IX-B, L.P.,
a California limited partnership

By: KPCB IX ASSOCIATES, LLC,
a California limited liability
company, its general partner

By: //s/ Paul Vronsky
Paul Vronsky, General Counsel

KPCB IX ASSOCIATES, LLC, a
California limited liability company

By: /s/ Paul Vronsky
Paul Vronsky, General Counsel

CUSIP NO. 33830X104 13 G Page 10 of 11

EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
Exhibit A: Agreement of Joint Filing	11

CUSIP NO. 33830X104 13 G Page 11 of 11

exhibit A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the common stock of the Issuer shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.