

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

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Amendment No. 1)*

Under the Securities Exchange Act of 1934

Five Prime Therapeutics, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Titles 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:

Rule 13d-1(b)

Rule 13d-1(c)

x Rule 13d-1(d)

* The remainder of this cover page shall be filled out of 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 in 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, as amended (the "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*).

1

CUSIP No. **13G**
33830X104

NAME OF
 REPORTING PERSON

1 I.R.S.
 IDENTIFICATION NO.
 OF ABOVE PERSON
 (ENTITIES ONLY)

TPG Group Holdings
 (SBS) Advisors, Inc.
 CHECK THE
 APPROPRIATE BOX IF
 A MEMBER OF A
 GROUP*

2 (a)

(b)

3 SEC USE ONLY
 CITIZENSHIP OR
 PLACE OF
 4 ORGANIZATION

Delaware

NUMBER 5 SOLE
 OF VOTING
 POWER

SHARES - 0 -
 SHARED
 BENEFICIALLY 6 VOTING
 POWER

OWNED - 0 -
 BY SOLE
 DISPOSITIVE
 EACH 7 POWER

REPORTING - 0 -
 SHARED
 PERSON 8 DISPOSITIVE
 POWER

WITH: - 0 -

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

- 0 -

10 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES CERTAIN
SHARES
11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW 9

12 0%
TYPE OF REPORTING
PERSON*

CO

CUSIP No. **13G**
33830X104

NAME OF
REPORTING PERSON

1 I.R.S.
IDENTIFICATION NO.
OF ABOVE PERSON
(ENTITIES ONLY)

David Bonderman
CHECK THE
APPROPRIATE BOX IF
A MEMBER OF A
GROUP*

2 (a)

(b)

3 SEC USE ONLY
CITIZENSHIP OR
PLACE OF
4 ORGANIZATION

United States

5 SOLE
VOTING
POWER

NUMBER
OF

- 0 -

SHARES SHARED
VOTING

6 POWER

BENEFICIALLY

- 0 -

OWNED SOLE
BY DISPOSITIVE
7 POWER

EACH

- 0 -

REPORTING SHARED
DISPOSITIVE
PERSON 8 POWER

WITH:

- 0 -

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

- 0 -

10 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES CERTAIN
SHARES
11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW 9

12 0%
TYPE OF REPORTING
PERSON*

IN

3

CUSIP No. **13G**
33830X104

NAME OF
 REPORTING PERSON

I.R.S.
 1 IDENTIFICATION NO.
 OF ABOVE PERSON
 (ENTITIES ONLY)

James G. Coulter
 CHECK THE
 APPROPRIATE BOX IF
 A MEMBER OF A
 GROUP*

2 (a)

(b)

3 SEC USE ONLY
 CITIZENSHIP OR
 PLACE OF
 4 ORGANIZATION

United States

NUMBER 5 SOLE
 OF VOTING
 POWER

SHARES SHARED
 VOTING
 6 BENEFICIALLY POWER

OWNED - 0 -
 BY SOLE
 DISPOSITIVE
 EACH 7 POWER

REPORTING - 0 -
 SHARED
 DISPOSITIVE
 PERSON 8 POWER

WITH: - 0 -

9

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

- 0 -

10 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES CERTAIN
SHARES
11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW 9

12 0%
TYPE OF REPORTING
PERSON*

IN

4

Item 1(a). Name of Issuer:

Five Prime Therapeutics, Inc. (the “Issuer”)

Item 1(b). Address of Issuer’s Principal Executive Offices:

Two Corporate Drive

South San Francisco, California 94080

Item 2(a). Name of Person Filing:

This Amendment No. 1 to Schedule 13G is being filed jointly by TPG Group Holdings (SBS) Advisors, Inc., a Delaware corporation (“Group Advisors”), David Bonderman and James G. Coulter (each, a “Reporting Person” and, together, the “Reporting Persons”), pursuant to an Agreement of Joint Filing incorporated by reference herein in accordance with Rule 13d-1(k)(1) under the Act.

Group Advisors is the general partner of TPG Group Holdings (SBS), L.P., a Delaware limited partnership, which is the sole member of TPG Holdings I-A, LLC, a Delaware limited liability company, which is the general partner of TPG Holdings I, L.P., a Delaware limited partnership, which is the sole member of each of TPG Ventures GenPar Advisors, LLC, a Delaware limited liability company, and TPG Biotechnology GenPar Advisors, LLC, a Delaware limited liability company. TPG Ventures GenPar Advisors, LLC is the general partner of TPG Ventures GenPar, L.P., a Delaware limited partnership (“TPG Ventures GenPar”), which previously held shares of Common Stock of the Issuer and which is the general partner of TPG Ventures, L.P., a Delaware limited partnership (“TPG Ventures”), which previously held shares of Common Stock of the Issuer. TPG Biotechnology GenPar Advisors, LLC is the general partner of TPG Biotechnology GenPar, L.P., a Delaware limited partnership (“TPG Biotech GenPar”), which previously held shares of Common Stock of the Issuer and which is the general partner of TPG Biotechnology Partners, L.P., a Delaware limited partnership (“TPG Biotech”), which previously held shares of Common Stock of the Issuer. Because of Group Advisors’ relationship to each of TPG Ventures GenPar, TPG Ventures, TPG Biotech GenPar and TPG Biotech, Group Advisors may be deemed to beneficially own the shares of Common Stock of the Issuer previously held by TPG Ventures GenPar, TPG Ventures, TPG Biotech GenPar and TPG Biotech.

David Bonderman and James G. Coulter are officers and sole shareholders of Group Advisors and may therefore be deemed to have been the beneficial owners of the shares of Common Stock of the Issuer previously held by TPG Ventures GenPar, TPG Ventures, TPG Biotech GenPar and TPG Biotech. Messrs. Bonderman and Coulter disclaim beneficial ownership of such shares of Common Stock of the Issuer except to the extent of their pecuniary interest

therein.

Item 2(b). Address of Principal Business Office or, if none, Residence:

The principal business address of each of the Reporting Persons is as follows:

c/o TPG Global, LLC

301 Commerce Street, Suite 3300

Fort Worth, Texas 76102

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Item 2(c). Citizenship:

See response to Item 4 of each of the cover pages.

Item 2(d). Titles of Classes of Securities:

Common Stock, \$0.001 par value ("Common Stock")

Item 2(e). CUSIP Number:

33830X104

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a(n):

- (a) " Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78o).
- (b) " Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).
- (c) " Insurance company as defined in Section 3(a)(19) of the Exchange Act (15 U.S.C. 78c).
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) " Investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
- (f) " Employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) " Parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h) " Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (13 U.S.C. 1813).
- (i) " Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).

(j) "Non-U.S. institution, in accordance with § 240.13d-1(b)(1)(ii)(J).

(k) "Group in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

_____ .
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Item 4. Ownership

(a) **Amount beneficially owned:**

See responses to Item 9 on each cover page.

(b) **Percent of Class:**

See responses to Item 11 on each cover page.

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

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

See responses to Item 5 on each cover page.

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

See responses to Item 6 on each cover page.

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

See responses to Item 7 on each cover page.

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

See responses to Item 8 on each cover page.

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 x.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

See response to Item 2(a) above.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

Not Applicable.

SIGNATURE

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.

Dated: February 13, 2015

TPG Group Holdings (SBS) Advisors, Inc.

By: /s/ Ronald Cami

Name: Ronald Cami

Title: Vice President

David Bonderman

By: /s/ Ronald Cami

Name: Ronald Cami, on behalf of David Bonderman (1)

James G. Coulter

By: /s/ Ronald Cami

Name: Ronald Cami, on behalf of James G. Coulter (2)

(1) Ronald Cami is signing on behalf of Mr. Bonderman pursuant to an authorization and designation letter dated July 1, 2013, which was previously filed with the Securities and Exchange Commission (the "Commission") as an exhibit to a Schedule 13D filed by Mr. Bonderman on August 14, 2013 (SEC File No. 005-83906).

(2) Ronald Cami is signing on behalf of Mr. Coulter pursuant to an authorization and designation letter dated July 1, 2013, which was previously filed with the Commission as an exhibit to a Schedule 13D filed by Mr. Coulter on August 14, 2013 (SEC File No. 005-83906).

Exhibit Index

Exhibit 1 Agreement of Joint Filing as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934.*

* Incorporated herein by reference to the Agreement of Joint Filing by TPG Advisors II, Inc., TPG Advisors III, Inc., TPG Advisors V, Inc., TPG Advisors VI, Inc., T3 Advisors, Inc., T3 Advisors II, Inc., TPG Group Holdings (SBS) Advisors, Inc., David Bonderman and James G. Coulter, dated as of February 14, 2011, which was previously filed with the Commission as Exhibit 1 to Schedule 13G filed by TPG Group Holdings (SBS) Advisors, Inc., David Bonderman and James G. Coulter on February 14, 2011