

FIVE PRIME THERAPEUTICS INC  
Form SC 13G/A  
February 11, 2016

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

**SCHEDULE 13G**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 1 )\***

**Five Prime Therapeutics, Inc.**  
(Name of Issuer)

Common Stock, \$0.001 par value  
(Title of Class of Securities)

33830X104  
(CUSIP Number)

December 31, 2015  
(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)  
☐ 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).

CUSIP No.  
33830X104

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1) Names of Reporting Persons. Pfizer International LLC  
I.R.S. Identification Nos. of Above Persons (entities only) 13-5606163

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2) Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) ☐  
(b) ☐

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3) SEC Use Only

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4) Citizenship or Place of Organization  
New York

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NUMBER OF	5. Sole Voting Power 0
SHARES	
BENEFICIALLY	6. Shared Voting Power 0
OWNED BY EACH	7. Sole Dispositive Power 0
REPORTING	

PERSON WITH:

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	8. Shared Dispositive Power 0
9) Aggregate Amount Beneficially Owned by Each Reporting Person	0

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10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions) ☐

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11) Percent of Class Represented by Amount in Item 9

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12) Type of Reporting Person (See Instructions) OO

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ITEM 1.

(A) NAME OF ISSUER: Five Prime Therapeutics, Inc.

(B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICE:

Two Corporate Drive, South San Francisco, CA 94080

ITEM 2.

(A) NAME OF PERSONS FILING: This statement is being filed by Pfizer Inc., a Delaware corporation ("Pfizer"), and Pfizer International LLC, a New York limited liability company ("PI"). PI is an indirect wholly-owned subsidiary of Pfizer.

(B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR IF NONE, RESIDENCE:

235 E. 42nd Street, New York, NY 10017

(C) CITIZENSHIP: DELAWARE ( Pfizer Inc.) and NEW YORK ( Pfizer International LLC)

(D) TITLE OF CLASS OF SECURITIES: COMMON STOCK

(E) CUSIP NUMBER: 33830X104

ITEM 3. STATEMENT FILED PURSUANT TO RULE 13D-1(B) OR 13D-2(B) OR (C)

Not applicable.

ITEM 4. OWNERSHIP.

(a) Amount beneficially owned: 0

(b) Percent of class: 0

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

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 0

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

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**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 11, 2016

Pfizer International LLC

By: /s/ Susan Grant  
Name: Susan Grant  
Title: Secretary

Pfizer Inc.

By: /s/ Susan Grant  
Name: Susan Grant  
Title: Assistant Secretary