

FATE THERAPEUTICS INC  
 Form 4  
 June 12, 2014

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Flynn Peter D

2. Issuer Name and Ticker or Trading Symbol  
 FATE THERAPEUTICS INC  
 [FATE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/11/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 See remarks

C/O FATE THERAPEUTICS, INC., 3535 GENERAL ATOMICS COURT, SUITE 200

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SAN DIEGO, CA 92121

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/11/2014		M		1,017	A	\$ 1.63
Common Stock	06/11/2014		S <sup>(1)</sup>		1,017	D	\$ 7
Common Stock	06/12/2014		M		3,949	A	\$ 1.63
Common Stock	06/12/2014		M		422	A	\$ 1.37
	06/12/2014		M		1,100	A	
							8,410
							9,510

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Common Stock					\$			
					1.63			
Common Stock	06/12/2014		S <sup>(1)</sup>	5,471	D	\$ 7	4,039	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 1.63	06/11/2014		M	1,017	<sup>(2)</sup> 02/08/2022	Common Stock	1,017
Stock Option (right to buy)	\$ 1.63	06/12/2014		M	3,949	<sup>(2)</sup> 02/08/2022	Common Stock	3,949
Stock Option (right to buy)	\$ 1.37	06/12/2014		M	422	<sup>(4)</sup> 07/23/2022	Common Stock	422
Stock Option (right to buy)	\$ 1.63	06/12/2014		M	1,100	<sup>(5)</sup> 02/08/2022	Common Stock	1,100

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Flynn Peter D  
C/O FATE THERAPEUTICS, INC.  
3535 GENERAL ATOMICS COURT, SUITE 200  
SAN DIEGO, CA 92121

See remarks

## Signatures

/s/ Cindy R. Tahl, as  
Attorney-in-Fact

06/12/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 19, 2013.  

The shares subject to this option shall vest and become exercisable at the rate of 1/4th of the shares on May 30, 2012 and 1/48th of the shares each month thereafter such that this option is fully exercisable on May 30, 2015. This option is subject to accelerated vesting upon a change of control of the Issuer and in the event of termination of employment under certain circumstances following a change of control of the Issuer.
- (2) Not applicable.  

The shares subject to this option shall vest and become exercisable in 48 equal monthly installments beginning on August 3, 2012 such that this option is fully exercisable on July 3, 2016. This option is subject to accelerated vesting upon a change of control of the Issuer and in the event of termination of employment under certain circumstances following a change of control of the Issuer.
- (3) Not applicable.  

The shares subject to this option shall vest and become exercisable in 24 equal monthly installments beginning on the date one month after the completion of the Issuer's initial public offering. This option is subject to accelerated vesting upon a change of control of the Issuer after the completion of the Issuer's initial public offering.
- (4) after the completion of the Issuer's initial public offering. This option is subject to accelerated vesting upon a change of control of the Issuer after the completion of the Issuer's initial public offering.

## Remarks:

Senior Vice President, Early Program Development

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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 number.