

Edgar Filing: FATE THERAPEUTICS INC - Form SC 13G

FATE THERAPEUTICS INC

Form SC 13G

November 12, 2013

SCHEDULE 13G

Amendment No. 0
FATE THERAPEUTICS INC
Common Stock
Cusip #31189P102

Cusip #31189P102

Item 1: Reporting Person - FMR LLC
Item 4: Delaware
Item 5: 0
Item 6: 0
Item 7: 3,053,573
Item 8: 0
Item 9: 3,053,573
Item 11: 15.000%
Item 12: HC

Cusip #31189P102

Item 1: Reporting Person - Edward C. Johnson 3d
Item 4: United States of America
Item 5: 0
Item 6: 0
Item 7: 3,053,573
Item 8: 0
Item 9: 3,053,573
Item 11: 15.000%
Item 12: IN

SCHEDULE 13G - TO BE INCLUDED IN STATEMENTS
FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

Item 1(a). Name of Issuer:

FATE THERAPEUTICS INC

Item 1(b). Name of Issuer's Principal Executive Offices:

3535 General Atomics Court
Ste 200

San Diego, CA 92121
USA

Item 2(a). Name of Person Filing:

FMR LLC

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

245 Summer Street, Boston, Massachusetts 02210

Item 2(c). Citizenship:

Not applicable

Item 2(d). Title of Class of Securities:

Common Stock

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Item 2(e).

CUSIP Number:

31189P102

Item 3. This statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) and the person filing, FMR LLC, is a parent holding company in accordance with Section 240.13d-1(b) (ii) (G). (Note: See Item 7).

Item 4.

Ownership

(a) Amount Beneficially Owned: 3,053,573

(b) Percent of Class: 15.000%

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

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

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

disposition of: (iii) sole power to dispose or to direct the 3,053,573

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

Item 5.

Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6.

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

Various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock of FATE THERAPEUTICS INC. The interest of one person, Fidelity Growth Company Fund, an investment company registered under the Investment Company Act of 1940, in the Common Stock of FATE THERAPEUTICS INC, amounted to 1,526,787 shares or 7.500% of the total outstanding Common Stock at October 31, 2013. The interest of one person, Select Biotechnology Portfolio, an investment company registered under the Investment Company Act of 1940, in the Common Stock of FATE THERAPEUTICS INC, amounted to 1,381,284 shares or 6.785% of the total outstanding Common Stock at October 31, 2013.

Item 7.

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

See attached Exhibit A.

Item 8.

Identification and Classification of Members of the Group.

Not applicable. See attached Exhibit A.

Item 9.

Notice of Dissolution of Group.

Not applicable.

Item 10.

Certification.

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

November 8, 2013
Date

/s/ Scott C. Goebel
Signature

Scott C. Goebel

Duly authorized under Power of Attorney effective as of June 1, 2008, by and on behalf of FMR LLC and its direct and indirect subsidiaries
SCHEDULE 13G - TO BE INCLUDED IN STATEMENTS
FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

Pursuant to the instructions in Item 7 of Schedule 13G, Fidelity Management & Research Company ("Fidelity"), 245 Summer Street, Boston, Massachusetts 02210, a wholly-owned subsidiary of FMR LLC and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 1,526,787 shares or 7.500% of the Common Stock outstanding of FATE THERAPEUTICS INC ("the Company") as a result of acting as investment adviser to various investment companies registered under Section 8 of the investment Company Act of 1940.

The ownership of one investment company, Fidelity Growth Company Fund, amounted to 1,526,787 shares or 7.500% of the Common Stock outstanding. Fidelity Growth Company Fund has its principal business office at 245 Summer Street, Boston, Massachusetts 02210.

Edward C. Johnson 3d and FMR LLC, through its control of Fidelity, and the funds each has sole power to dispose of the 1,526,787 shares owned by the Funds.

Fidelity SelectCo, LLC ("SelectCo"), 1225 17th Street, Suite 1100, Denver, Colorado 80202, a wholly-owned subsidiary of FMR LLC and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 1,526,786 shares or 7.5000% of the outstanding Common Stock outstanding of FATE THERAPETICS INC ("the Company") as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940 (the "SelectCo Funds").

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The ownership of one investment company, Select Biotechnology Portfolio, amounted to 1,381,284 shares or 6.785% of the Common Stock outstanding. Select Biotechnology Portfolio has its principal business office at 245 Summer Street, Boston, Massachusetts 02210.

Edward C. Johnson 3d and FMR LLC, through its control of SelectCo, and the SelectCo Funds each has sole power to dispose of the 1,526,786 shares owned by the SelectCo Funds.

Members of the family of Edward C. Johnson 3d, Chairman of FMR LLC, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC.

Neither FMR LLC nor Edward C. Johnson 3d, Chairman of FMR LLC, has the sole power to vote or direct the voting of the shares owned directly by the Fidelity Funds, which power resides with the Funds' Boards of Trustees. Fidelity carries out the voting of the shares under written guidelines established by the Funds' Boards of Trustees.

SCHEDULE 13G - TO BE INCLUDED IN STATEMENTS
FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)
RULE 13d-1(f)(1) AGREEMENT

The undersigned persons, on November 8, 2013, agree and consent to the joint filing on their behalf of this Schedule 13G in connection with their beneficial ownership of the Common Stock of FATE THERAPEUTICS INC at October 31, 2013.

FMR LLC

By /s/ Scott C. Goebel
Scott C. Goebel

Duly authorized under Power of Attorney effective as of June 1, 2008, by and on behalf of FMR LLC and its direct and indirect subsidiaries

Edward C. Johnson 3d

By /s/ Scott C. Goebel
Scott C. Goebel

Duly authorized under Power of Attorney effective as of June 1, 2008, by and on behalf of Edward C. Johnson 3d

Fidelity Management & Research Company

By /s/ Scott C. Goebel
Scott C. Goebel

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Senior V.P. and General Counsel

Fidelity Growth Company Fund

By /s/ Scott C. Goebel
Scott C. Goebel
Secretary

Select Biotechnology Portfolio

By /s/ Scott C. Goebel
Scott C. Goebel
Secretary