

FATE THERAPEUTICS INC  
 Form 3  
 September 30, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 (Last) (First) (Middle)  C/O FATE THERAPEUTICS, INC., 3535 GENERAL ATOMICS COURT, SUITE 200 (Street)  SAN DIEGO, CA 92121 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/30/2013	3. Issuer Name and Ticker or Trading Symbol FATE THERAPEUTICS INC [FATE]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) See Remarks	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	10,769	D	

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (1)	02/08/2022	Common Stock	43,630	\$ 1.63	D	Â
Stock Option (right to buy)	Â (2)	02/08/2022	Common Stock	26,400	\$ 1.63	D	Â
Stock Option (right to buy)	Â (3)	07/23/2022	Common Stock	20,294	\$ 1.37	D	Â
Stock Option (right to buy)	Â (4)	08/11/2023	Common Stock	24,615	\$ 7.87	D	Â

## 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	Â	Â	Â See Remarks	Â

## Signatures

/s/ Peter D. Flynn  
09/30/2013

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 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) 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.
- (3) 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.
- (4) 1/4th of the shares subject to this option shall vest and become exercisable in 48 equal monthly installments from the completion of the Issuer's initial public offering, and the remaining 3/4th of the shares are divided into five equal parts, each of which will vest and become exercisable in 24 equal monthly installments following the Issuer's achievement of each of five specified performance based milestones.

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### 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.

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