

FATE THERAPEUTICS INC

Form 3

September 30, 2013

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2015Estimated average
burden hours per
response... 0.5**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 *Â OVP VENTURE PARTNERS
VII LP

(Last) (First) (Middle)

C/O OVP VENTURE
PARTNERS,Â 1616
EASTLAKE AVE. E., SUITE
208

(Street)

SEATTLE,Â WAÂ 98102

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
09/30/20133. Issuer Name **and** Ticker or Trading Symbol
FATE THERAPEUTICS INC [FATE]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person**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)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****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 of5. Ownership
Form of
Derivative6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	174,982	\$ (1)	D (3)	Â
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	1,234	\$ (1)	I	By OVP VII Entrepreneurs Fund, L.P. (4)
Series B Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	702,387	\$ (2)	D (3)	Â
Series B Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	4,951	\$ (2)	I	By OVP VII Entrepreneurs Fund, L.P. (4)
Series C Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	494,973	\$ (1)	D (3)	Â
Series C Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	3,489	\$ (1)	I	By OVP VII Entrepreneurs Fund, L.P. (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OVP VENTURE PARTNERS VII LP C/O OVP VENTURE PARTNERS 1616 EASTLAKE AVE. E., SUITE 208 SEATTLE,Â WAÂ 98102	Â	Â X	Â	Â
OVP VII ENTREPRENEURS FUND LP C/O OVP VENTURE PARTNERS 1616 EASTLAKE AVE. E., SUITE 208 SEATTLE,Â WAÂ 98102	Â	Â X	Â	Â

Signatures

/s/ Charles P. Waite, Jr., Managing Member, OVP Venture Partners VII, L.P. and OVP VII Entrepreneurs Fund, L.P.

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 aggregate number of shares of Issuer's Preferred Stock held by the Reporting Person converts into Common Stock immediately prior to the closing of the Issuer's initial public offering and has no expiration date. These shares convert into Common Stock on a 1-for-1 basis.
- (2)

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The aggregate number of shares of Issuer's Preferred Stock held by the Reporting Person converts into Common Stock immediately prior to the closing of the Issuer's initial public offering and has no expiration date. These shares convert into Common Stock on approximately a 1-for-1.15 basis.

- (3) These shares are owned directly by OVP Partners VII, L.P., whose sole general partner is OVMC VII, LLC ("OVMC"). The Reporting Person and OVMC each disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.

- (4) These shares are owned directly by OVP VII Entrepreneurs Fund, L.P., whose sole general partner is OVMC. The Reporting Person and OVMC each disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.

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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