

FATE THERAPEUTICS INC  
 Form 4  
 May 18, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Storgard Chris

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Chief Medical Officer

(Last) (First) (Middle)  
 C/O FATE THERAPEUTICS,  
 INC., 3535 GENERAL ATOMICS  
 COURT, SUITE 200  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 05/16/2016

SAN DIEGO, CA 92121  
 (City) (State) (Zip)

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

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 05/16/2016                           |  | A                              | (A)<br>or<br>(D)<br>9,090<br>(1)                                  | \$ 0 9,090  | D  |                                   |

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

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SEC 1474 (9-02)

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

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| 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) | Amount or Number of Shares |         |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|---------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |         |
| Stock option (right to buy) <sup>(2)</sup> | \$ 1.54  | 05/16/2016                           |  | A                              | 200,000   | <sup>(3)</sup>   | 05/15/2026  | Common Stock               | 200,000 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| Storgard Chris<br>C/O FATE THERAPEUTICS, INC.<br>3535 GENERAL ATOMICS COURT, SUITE 200<br>SAN DIEGO, CA 92121 |               |           | Chief Medical Officer |       |

## Signatures

/s/ Cindy R. Tahl, as Attorney-in-Fact 05/18/2016

\*\*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) Represents shares being issued pursuant to the Company's 2013 Stock Option and Incentive Plan as a portion of a signing bonus in connection with Dr. Storgard's agreement to enter into employment with the Company.
- (2) This stock option is an inducement grant made under the Company's Inducement Equity Incentive Plan (the "Inducement Plan") pursuant to NASDAQ Stock Market Rule 5635(c)(4).  
Pursuant to the Inducement Plan, Dr. Storgard was granted an option to buy 200,000 shares of Common Stock. Twenty five percent of the shares subject to this option shall vest and become exercisable on May 16, 2017 and 1/48th of the shares shall vest and become exercisable monthly thereafter, so that one hundred percent of the shares shall be vested and exercisable on May 16, 2020.
- (3) shares subject to this option shall vest and become exercisable on May 16, 2017 and 1/48th of the shares shall vest and become exercisable monthly thereafter, so that one hundred percent of the shares shall be vested and exercisable on May 16, 2020.
- (4) Not applicable.

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.