

TAHL CINDY  
Form 4  
January 09, 2019

**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 \*  
TAHL CINDY

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)  
01/07/2019

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
General Counsel and Secretary

C/O FATE THERAPEUTICS,  
INC., 3535 GENERAL ATOMICS  
COURT #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	01/07/2019		M <sup>(1)</sup>		2,008	A	\$ 1.37
Common Stock	01/07/2019		M <sup>(1)</sup>		2,080	A	\$ 1.69
Common Stock	01/07/2019		M <sup>(1)</sup>		8,461	A	\$ 1.69
Common Stock	01/07/2019		M <sup>(1)</sup>		12,451	A	\$ 2.9
	01/07/2019		S <sup>(1)</sup>		25,000	D	\$ 16

Common  
Stock

Common Stock (2) 01/07/2019 A 45,000 A \$ 0 90,418 D

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

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**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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
Stock Option (right to buy)	\$ 1.37	01/07/2019		M <sup>(1)</sup>	2,008	<sup>(3)</sup> 01/14/2023	Common Stock 2,008
Stock Option (right to buy)	\$ 1.69	01/07/2019		M <sup>(1)</sup>	2,080	<sup>(3)</sup> 02/10/2020	Common Stock 2,080
Stock Option (right to buy)	\$ 1.69	01/07/2019		M <sup>(1)</sup>	8,461	<sup>(3)</sup> 03/11/2021	Common Stock 8,461
Stock Option (right to buy)	\$ 2.9	01/07/2019		M <sup>(1)</sup>	12,451	<sup>(5)</sup> 01/07/2026	Common Stock 12,451
Stock Option (right to buy)	\$ 16.55	01/07/2019		A	135,000	<sup>(6)</sup> 01/06/2029	Common Stock 135,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer

Other

TAHL CINDY  
C/O FATE THERAPEUTICS, INC.;  
3535 GENERAL ATOMICS COURT #200  
SAN DIEGO, CA 92121

General Counsel and Secretary

## Signatures

/s/ Cindy R.  
Tahl

01/09/2019

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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 20, 2018.  
Award of Restricted Stock Units that vests with respect to 1/3 of the underlying shares on each of January 7, 2020, January 7, 2021, and
- (2) January 7, 2022. This grant is subject to an 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) This option is fully vested.
- (4) Not applicable.
- (5) The shares subject to this option shall vest and become exercisable in 48 equal monthly installments beginning on February 8, 2016 such that this option is fully exercisable on January 8, 2020.
- (6) The shares subject to this option shall vest and become exercisable in 48 equal monthly installments beginning on February 1, 2019 such that this option is fully exercisable on January 1, 2023.

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.