

FATE THERAPEUTICS INC
 Form 3
 October 16, 2015

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 *

Â TAHL CINDY
 (Last) (First) (Middle)

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

SAN DIEGO,Â CAÂ 92121
 (City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 10/06/2015

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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 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	6,876	D	Â

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

SEC 1473 (7-02)

Persons who respond to the collection of 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 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 <u>(1)</u>	02/10/2020	Common Stock	2,080	\$ 1.69	D	Â
Stock Option (right to buy)	Â <u>(1)</u>	03/11/2021	Common Stock	8,461	\$ 1.69	D	Â
Stock Option (right to buy)	Â <u>(2)</u>	01/14/2023	Common Stock	2,008	\$ 1.37	D	Â
Stock Option (right to buy)	Â <u>(3)</u>	08/12/2023	Common Stock	12,309	\$ 7.87	D	Â
Stock Option (right to buy)	Â <u>(4)</u>	01/09/2024	Common Stock	35,000	\$ 6.62	D	Â
Stock Option (right to buy)	Â <u>(5)</u>	01/05/2025	Common Stock	34,560	\$ 4.84	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAHL CINDY C/O FATE THERAPEUTICS, INC. 3535 GENERAL ATOMICS COURT, SUITE 200 SAN DIEGO, CA 92121	Â	Â	Â General Counsel and Secretary	Â

Signatures

/s/Cindy R. Tahl 10/16/2015

**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) This option is fully vested.
- (2) The shares subject to the option shall vest and become exercisable in 48 equal monthly installments beginning on November 1, 2012 such that this option is fully exercisable on October 1, 2016.
- (3) 1/2 of the shares subject to this option shall vest and become exercisable in 48 equal monthly installments beginning on November 4, 2013, the remaining 1/2 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.
- (4) The shares subject to the option shall vest and become exercisable in 48 equal monthly installments beginning on November 4, 2013 such that this option is fully exercisable on October 4, 2017.
- (5) The shares subject to the option shall vest and become exercisable in 48 equal monthly installments beginning on February 5, 2015 such that this option is fully exercisable on January 5, 2019.

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Remarks:

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Exhibit 24 - Power of Attorney

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.