FATE THERAPEUTICS INC

Form 4 January 20, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Last)

(City)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Wolchko J Scott

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

FATE THERAPEUTICS INC

[FATE]

3. Date of Earliest Transaction (Month/Day/Year) 01/18/2016

(Check all applicable) _X__ Director 10% Owner

X_ Officer (give title Other (specify below)

President and CEO

C/O FATE THERAPEUTICS. INC.;, 3535 GENERAL ATOMICS **COURT #200**

(First)

(Middle)

(Zip)

(Street)

(State)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Transaction(s) (Instr. 3 and 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

X Form filed by One Reporting Person Form filed by More than One Reporting

SAN DIEGO, CA 92121

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

Securities Beneficially (D) or Owned Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

SEC 1474

(9-02)

(A) Code V Amount (D) Price Common 01/18/2016

3.798 M 135,777

D

Stock Common 01/18/2016 M Stock

3,702 139,479

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)

8. I De Sec (In

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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 1.37	01/18/2016		M	3,798	<u>(1)</u>	07/23/2022	Common Stock	3,798
Stock Option (right to buy)	\$ 1.63	01/18/2016		M	3,702	(3)	02/08/2022	Common Stock	3,702

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Wolchko J Scott

C/O FATE THERAPEUTICS, INC.;
3535 GENERAL ATOMICS COURT #200

X President and CEO

SAN DIEGO, CA 92121

Signatures

/s/ Cindy R. Tahl, as
Attorney-in-Fact
01/20/2016

**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).
- The shares subject to this option shall vest and become exercisable in 48 equal monthly installments beginning on August 3, 2012 such (1) 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.
- (2) Not applicable.
- (3) The shares subject to this option became fully vested and exercisable on May 30, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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