

FATE THERAPEUTICS INC
 Form 3
 September 30, 2013

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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â ARCH VENTURE FUND VI LP | | | (Month/Day/Year) | FATE THERAPEUTICS INC [FATE] | |
| (Last) | (First) | (Middle) | 09/30/2013 | | |
| C/O ARCH VENTURE PARTNERS,Â 8725 WEST HIGGINS ROAD, SUITE 290 | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | |
| CHICAGO,Â ILÂ 60631 | | | ___ Director | | ___X___ 10% Owner |
| (City) | | | ___ Officer | | ___ Other |
| (State) | | | (give title below) | | (specify below) |
| (Zip) | | | 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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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) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Series A Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 675,493 | \$ (1) | D (3) | Â |
| Series B Convertible Preferred Stock | Â (2) | Â (2) | Common Stock | 265,252 | \$ (2) | D (3) | Â |
| Series C Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 570,663 | \$ (1) | D (3) | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ARCH VENTURE FUND VI LP C/O ARCH VENTURE PARTNERS 8725 WEST HIGGINS ROAD, SUITE 290 CHICAGO, IL 60631 | Â | Â X | Â | Â |
| ARCH VENTURE PARTNERS VI LP 8725 WEST HIGGINS ROAD, SUITE 290 CHICAGO, IL 60631 | Â | Â X | Â | Â |
| CRANDELL KEITH 8725 WEST HIGGINS ROAD, SUITE 290 CHICAGO, IL 60631 | Â | Â X | Â | Â |
| BYBEE CLINTON 8725 WEST HIGGINS ROAD, SUITE 290 CHICAGO, IL 60631 | Â | Â X | Â | Â |
| ARCH VENTURE PARTNERS VI LLC 8725 WEST HIGGINS ROAD, SUITE 290 CHICAGO, IL 60631 | Â | Â X | Â | Â |

Signatures

| | |
|---|------------|
| ARCH Venture Fund VI, L.P., By: /s/ Mark McDonnell, as Attorney-in-Fact for Keith Crandell, Managing Director of the general partner of the general partner of ARCH Fund VI | 09/30/2013 |
| **Signature of Reporting Person | Date |
| ARCH Venture Partners VI, L.P., By: /s/ Mark McDonnell, as Attorney-in-Fact for Keith Crandell, Managing Director of the general partner of the general partner of ARCH Partners VI | 09/30/2013 |
| **Signature of Reporting Person | Date |
| ARCH Venture Partners VI, LLC, By: /s/ Mark McDonnell, as Attorney-in-Fact for Keith Crandell, Managing Director of the general partner of the general partner of ARCH VI LLC | 09/30/2013 |
| **Signature of Reporting Person | Date |
| By: /s/ Mark McDonnell, as Attorney-in-Fact for Keith Crandell | 09/30/2013 |
| **Signature of Reporting Person | Date |

By: /s/ Mark McDonnell, as Attorney-in-Fact for Clinton Bybee

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 Persons 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) The aggregate number of shares of Issuer's Preferred Stock held by the Reporting Persons 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 ARCH Venture Fund VI, L.P. ("ARCH Fund VI"). The sole general partner of ARCH Fund VI is ARCH Venture Partners VI, L.P. ("ARCH Partners VI"). The sole general partner of ARCH Partners VI is ARCH Venture Partners VI, LLC ("ARCH VI LLC"). The Managing Directors of ARCH VI LLC, Robert T. Nelsen, Keith Crandell and Clinton Bybee, are deemed to have voting and dispositive power over the shares and may be deemed to beneficially own certain shares held by ARCH Fund VI. Each Reporting Person 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 such Reporting Persons are the beneficial owners 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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