FATE THERAPEUTICS INC
Form 4
October 07, 2013

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Nashat Amir

(Last) (First) (Middle)

C/O POLARIS VENTURE PARTNERS, 1000 WINTER STREET, SUITE 3350

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/04/2013

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/04/2013		C		1,202,459	A	(1)	1,202,459	I	By Polaris Venture Partners V, L.P. (3)
Common Stock	10/04/2013		C		255,950	A	(2)	1,458,409	I	By Polaris Venture Partners V, L.P. (3)
Common Stock	10/04/2013		C		23,436	A	(1)	1,481,845	I	By Polaris Venture

								Partners Entrepreneurs' Fund V, L.P. (4)
Common Stock	10/04/2013	C	4,988	A	(2)	1,486,833	I	By Polaris Venture Partners Entrepreneurs' Fund V, L.P. (4)
Common Stock	10/04/2013	C	8,237	A	(1)	1,495,070	I	By Polaris Venture Partners Founders' Fund V, L.P. (5)
Common Stock	10/04/2013	C	1,753	A	(2)	1,496,823	I	By Polaris Venture Partners Founders' Fund V, L.P. (5)
Common Stock	10/04/2013	C	12,024	A	(1)	1,508,847	I	By Polaris Venture Partners Special Founders' Fund V, L.P. (6)
Common Stock	10/04/2013	C	2,560	A	(2)	1,511,407	I	By Polaris Venture Partners Special Founders' Fund V, L.P. (6)
Common Stock	10/04/2013	J(7)	123,943	A	$ 6	1,635,350	I	By Polaris Venture Partners V, L.P. (3)
Common Stock	10/04/2013	J(7)	2,415	A	$ 6	1,637,765	I	By Polaris Venture Partners Entrepreneurs' Fund V, L.P. (4)
	10/04/2013	J(7)	849	A	$ 6	1,638,614	I	

Common Stock									By Polaris Venture Partners Founders' Fund V, L.P. (5)
Common Stock	10/04/2013		J(7)	1,239	A	$ 6	1,639,853	I	By Polaris Venture Partners Special Founders' Fund V, L.P. (6)
Common Stock	10/04/2013		P	804,112	A	$ 6	2,443,965	I	By Polaris Venture Partners V, L.P. (3)
Common Stock	10/04/2013		P	15,672	A	$ 6	2,459,637	I	By Polaris Venture Partners Entrepreneurs' Fund V, L.P. (4)
Common Stock	10/04/2013		P	5,508	A	$ 6	2,465,145	I	By Polaris Venture Partners Founders' Fund V, L.P. (5)
Common Stock	10/04/2013		P	8,041	A	$ 6	2,473,186	I	By Polaris Venture Partners Special Founders' Fund V, L.P. (6)

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Convertible Preferred Stock	(1)	10/04/2013		C			651,806	(1)	(1)	Common Stock	651,806
Series A Convertible Preferred Stock	(1)	10/04/2013		C			12,704	(1)	(1)	Common Stock	12,704
Series A Convertible Preferred Stock	(1)	10/04/2013		C			4,465	(1)	(1)	Common Stock	4,465
Series A Convertible Preferred Stock	(1)	10/04/2013		C			6,518	(1)	(1)	Common Stock	6,518
Series B Convertible Preferred Stock	(2)	10/04/2013		C			222,677	(2)	(2)	Common Stock	255,950
Series B Convertible Preferred Stock	(2)	10/04/2013		C			4,340	(2)	(2)	Common Stock	4,988
Series B Convertible Preferred Stock	(2)	10/04/2013		C			1,525	(2)	(2)	Common Stock	1,753
	(2)	10/04/2013		C			2,227	(2)	(2)		2,560

Series B Convertible Preferred Stock							Common Stock	
Series C Convertible Preferred Stock	(1)	10/04/2013	C	550,653	(1)	(1)	Common Stock	550,653
Series C Convertible Preferred Stock	(1)	10/04/2013	C	10,732	(1)	(1)	Common Stock	10,732
Series C Convertible Preferred Stock	(1)	10/04/2013	C	3,772	(1)	(1)	Common Stock	3,772
Series C Convertible Preferred Stock	(1)	10/04/2013	C	5,506	(1)	(1)	Common Stock	5,506

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nashat Amir C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET, SUITE 3350 WALTHAM, MA 02451	X	X		

Signatures

/s/ Amir Nashat	10/04/2013
**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) The aggregate number of shares of Issuer's Preferred Stock held by the Reporting Persons converted into Common Stock immediately prior to the closing of the Issuer's initial public offering and has no expiration date. These shares converted 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 converted into Common Stock immediately prior to the closing of the Issuer's initial public offering and has no expiration date. These shares converted into Common Stock on approximately a 1-for-1.15 basis.

(3) These shares are owned directly by Polaris Venture Partners V, L.P., whose sole general partner is Polaris Venture Management Co. V, LLC ("Polaris Management"). The members of North Star Venture Management 2010 LLC are also members of Polaris Management, and as members of the general partner, they may be deemed to share voting and investment power of such shares. The Reporting Person is a member of Polaris Management and has shared voting and investment power over such shares and may be deemed the indirect beneficial owner of such shares. The 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 the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.

(4) These shares are owned directly by Polaris Venture Partners Entrepreneurs' Fund V, L.P., whose sole general partner is Polaris Management. The members of North Star Venture Management 2010 LLC are also members of Polaris Management, and as members of the general partner, they may be deemed to share voting and investment power of such shares. The Reporting Person is a member of Polaris Management and has shared voting and investment power over such shares and may be deemed the indirect beneficial owner of such shares. The 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 the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.

(5) These shares are owned directly by Polaris Venture Partners Founders' Fund V, L.P., whose sole general partner is Polaris Management. The members of North Star Venture Management 2010 LLC are also members of Polaris Management, and as members of the general partner, they may be deemed to share voting and investment power of such shares. The Reporting Person is a member of Polaris Management and has shared voting and investment power over such shares and may be deemed the indirect beneficial owner of such shares. The 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 the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.

(6) These shares are owned directly by Polaris Venture Partners Special Founders' Fund V, L.P., whose sole general partner is Polaris Management. The members of North Star Venture Management 2010 LLC are also members of Polaris Management, and as members of the general partner, they may be deemed to share voting and investment power of such shares. The Reporting Person is a member of Polaris Management and has shared voting and investment power over such shares and may be deemed the indirect beneficial owner of such shares. The 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 the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.

(7) The shares were acquired upon conversion of a convertible promissory note exempt from the definition of a derivative security because the conversion price did not become fixed until automatic conversion at the time of the closing of the Issuer's initial public offering.

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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