

Edgar Filing: FATE THERAPEUTICS INC - Form 3

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|---------------|---------------------------------------|---|
| Series A Convertible Preferred Stock | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 651,806 | \$ <u>(1)</u> | I | By Polaris Venture Partners V, L.P. <u>(3)</u> |
| Series A Convertible Preferred Stock | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 12,704 | \$ <u>(1)</u> | I | By Polaris Venture Partners Entrepreneurs' Fund V, L.P. <u>(4)</u> |
| Series A Convertible Preferred Stock | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 4,465 | \$ <u>(1)</u> | I | By Polaris Venture Partners Founders' Fund V, L.P. <u>(5)</u> |
| Series A Convertible Preferred Stock | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 6,518 | \$ <u>(1)</u> | I | By Polaris Venture Partners Special Founders' Fund V, L.P. <u>(6)</u> |
| Series B Convertible Preferred Stock | Â <u>(2)</u> | Â <u>(2)</u> | Common Stock | 255,950 | \$ <u>(2)</u> | I | By Polaris Venture Partners V, L.P. <u>(3)</u> |
| Series B Convertible Preferred Stock | Â <u>(2)</u> | Â <u>(2)</u> | Common Stock | 4,988 | \$ <u>(2)</u> | I | By Polaris Venture Partners Entrepreneurs' Fund V, L.P. <u>(4)</u> |
| Series B Convertible Preferred Stock | Â <u>(2)</u> | Â <u>(2)</u> | Common Stock | 1,753 | \$ <u>(2)</u> | I | By Polaris Venture Partners Founders' Fund V, L.P. <u>(5)</u> |
| Series B Convertible Preferred Stock | Â <u>(2)</u> | Â <u>(2)</u> | Common Stock | 2,560 | \$ <u>(2)</u> | I | By Polaris Venture Partners Special Founders' Fund V, L.P. <u>(6)</u> |
| Series C Convertible Preferred Stock | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 550,653 | \$ <u>(1)</u> | I | By Polaris Venture Partners V, L.P. <u>(3)</u> |
| Series C Convertible Preferred Stock | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 10,732 | \$ <u>(1)</u> | I | By Polaris Venture Partners Entrepreneurs' Fund V, L.P. <u>(4)</u> |
| Series C Convertible Preferred Stock | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 3,772 | \$ <u>(1)</u> | I | By Polaris Venture Partners Founders' Fund V, L.P. <u>(5)</u> |
| Series C Convertible Preferred Stock | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 5,506 | \$ <u>(1)</u> | I | By Polaris Venture Partners Special Founders' Fund V, L.P. <u>(6)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Polaris Venture Management Co. V, L.L.C. C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET, SUITE 3350 WALTHAM, MA 02451 | Â | Â X | Â | Â |
| Polaris Venture Partners V, L.P. 1000 WINTER STREET, SUITE 3350 WALTHAM, MA 02451 | Â | Â X | Â | Â |
| Polaris Venture Partners Entrepreneurs' Fund V, L.P. 1000 WINTER STREET, SUITE 3350 WALTHAM, MA 02451 | Â | Â X | Â | Â |
| Polaris Venture Partners Founders' Fund V, L.P. 1000 WINTER STREET, SUITE 3350 WALTHAM, MA 02451 | Â | Â X | Â | Â |
| Polaris Venture Partners Special Founders' Fund V, L.P. 1000 WINTER STREET, SUITE 3350 WALTHAM, MA 02451 | Â | Â X | Â | Â |

Signatures

| | |
|--|------------|
| /s/ Jonathan Flint, Authorized Signatory for Polaris Venture Management Co. V, L.L.C. | 09/30/2013 |
| __Signature of Reporting Person | Date |
| /s/ Jonathan Flint, Authorized Signatory for Polaris Venture Partners V, L.P. | 09/30/2013 |
| __Signature of Reporting Person | Date |
| /s/ Jonathan Flint, Authorized Signatory for Polaris Venture Partners Entrepreneurs' Fund V, L.P. | 09/30/2013 |
| __Signature of Reporting Person | Date |
| /s/ Jonathan Flint, Authorized Signatory for Polaris Venture Partners Founders' Fund V, L.P. | 09/30/2013 |
| __Signature of Reporting Person | Date |
| /s/ Jonathan Flint, Authorized Signatory for Polaris Venture Partners Special Founders' Fund V, L.P. | 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 Person 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 Person 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.

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- 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
- (3) 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.

- 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
- (4) 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.

- 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
- (5) 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.

- 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
- (6) 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.

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.