

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 * Â MENDLEIN JOHN (Last) (First) (Middle)  C/O FATE THERAPEUTICS, INC., Â 3535 GENERAL ATOMICS COURT, SUITE 200 (Street)  SAN DIEGO, Â CA Â 92121 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/30/2013	3. Issuer Name and Ticker or Trading Symbol FATE THERAPEUTICS INC [FATE]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**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	140,107 <sup>(1)</sup>	D	Â

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)	
Stock Option (right to buy)	Â (2)	03/12/2022	Common Stock	31,562	\$ 1.63	D	Â
Stock Option (right to buy)	Â (3)	02/05/2023	Common Stock	28,461	\$ 1.37	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MENDLEIN JOHN C/O FATE THERAPEUTICS, INC. 3535 GENERAL ATOMICS COURT, SUITE 200 SAN DIEGO, CA 92121	Â X	Â	Â	Â

## Signatures

/s/ John D. Mendlein 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) 35,026 of the shares are subject to a right of repurchase held by the Issuer. The right of repurchase will lapse with respect to 8,757 of these shares upon completion of the Issuer's initial public offering. The right of repurchase will lapse with respect to the remaining shares upon achievement of certain performance based milestones and with respect to 50% of the then-unreleased shares upon a change in control of the Issuer.
- (2) The shares subject to the option shall vest and become exercisable in 48 equal monthly installments beginning on May 1, 2012 such that the option is fully exercisable on April 1, 2016. This option is subject to accelerated vesting upon a change of control of the Issuer. The shares subject to this option are early exercisable, subject to a right of repurchase held by the Issuer.
- (3) The shares subject to the option shall vest and become exercisable upon achievement of certain performance based milestones.

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.