

FATE THERAPEUTICS INC
 Form 4
 June 12, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Flynn Peter D

(Last) (First) (Middle)

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

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/11/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)
 See remarks

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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	06/11/2014		M		1,017 A \$ 1.63	5,056	D
Common Stock	06/11/2014		S ⁽¹⁾		1,017 D \$ 7	4,039	D
Common Stock	06/12/2014		M		3,949 A \$ 1.63	7,988	D
Common Stock	06/12/2014		M		422 A \$ 1.37	8,410	D
	06/12/2014		M		1,100 A	9,510	D

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Common Stock					\$			
					1.63			
Common Stock	06/12/2014		S ⁽¹⁾	5,471	D	\$ 7	4,039	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)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities 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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 1.63	06/11/2014		M	1,017	⁽²⁾ 02/08/2022	Common Stock	1,017
Stock Option (right to buy)	\$ 1.63	06/12/2014		M	3,949	⁽²⁾ 02/08/2022	Common Stock	3,949
Stock Option (right to buy)	\$ 1.37	06/12/2014		M	422	⁽⁴⁾ 07/23/2022	Common Stock	422
Stock Option (right to buy)	\$ 1.63	06/12/2014		M	1,100	⁽⁵⁾ 02/08/2022	Common Stock	1,100

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Flynn Peter D
 C/O FATE THERAPEUTICS, INC.
 3535 GENERAL ATOMICS COURT, SUITE 200
 SAN DIEGO, CA 92121

See remarks

Signatures

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

06/12/2014

__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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 19, 2013.
 The shares subject to this option shall vest and become exercisable at the rate of 1/4th of the shares on May 30, 2012 and 1/48th of the shares each month thereafter such that this option is fully exercisable on May 30, 2015. 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 shall vest and become exercisable in 48 equal monthly installments beginning on August 3, 2012 such 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.
 - (4) The shares subject to this option shall vest and become exercisable in 24 equal monthly installments beginning on the date one month after the completion of the Issuer's initial public offering. This option is subject to accelerated vesting upon a change of control of the Issuer after the completion of the Issuer's initial public offering.
 - (5)

Remarks:

Senior Vice President, Early Program Development

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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