

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 OVP VENTURE PARTNERS  
VII LP

(Last) (First) (Middle)

C/O OVP VENTURE  
PARTNERS,Â 1616  
EASTLAKE AVE. E., SUITE  
208

(Street)

SEATTLE,Â WAÂ 98102

(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)

\_\_\_\_ Director \_\_\_\_X\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)

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

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

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	174,982	\$ (1)	D (3)	Â
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	1,234	\$ (1)	I	By OVP VII Entrepreneurs Fund, L.P. (4)
Series B Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	702,387	\$ (2)	D (3)	Â
Series B Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	4,951	\$ (2)	I	By OVP VII Entrepreneurs Fund, L.P. (4)
Series C Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	494,973	\$ (1)	D (3)	Â
Series C Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	3,489	\$ (1)	I	By OVP VII Entrepreneurs Fund, L.P. (4)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OVP VENTURE PARTNERS VII LP C/O OVP VENTURE PARTNERS 1616 EASTLAKE AVE. E., SUITE 208 SEATTLE,Â WAÂ 98102	Â	Â X	Â	Â
OVP VII ENTREPRENEURS FUND LP C/O OVP VENTURE PARTNERS 1616 EASTLAKE AVE. E., SUITE 208 SEATTLE,Â WAÂ 98102	Â	Â X	Â	Â

## Signatures

/s/ Charles P. Waite, Jr., Managing Member, OVP Venture Partners VII, L.P. and OVP VII Entrepreneurs Fund, 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)

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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.

- (3) These shares are owned directly by OVP Partners VII, L.P., whose sole general partner is OVMC VII, LLC ("OVMC"). The Reporting Person and OVMC each 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 OVP VII Entrepreneurs Fund, L.P., whose sole general partner is OVMC. The Reporting Person and OVMC each 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.

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