

Wolchko J Scott
Form 4
April 19, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
Wolchko J Scott

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/17/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SAN DIEGO, CA 92121

(City) (State) (Zip)

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 or Price		
Common Stock	04/17/2019		M ⁽¹⁾		1,092 A \$ 1.63	375,973	D
Common Stock	04/17/2019		S ⁽¹⁾		1,092 D \$ 16.1062	374,881	D
Common Stock	04/17/2019		M ⁽¹⁾		7,449 A \$ 1.63	382,330	D
Common Stock	04/17/2019		S ⁽¹⁾		7,449 D \$ 16.1826	374,881	D

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(3)

Common Stock	04/18/2019	<u>M</u> (1)	6,843	A	\$ 1.63	381,724	D
Common Stock	04/18/2019	<u>S</u> (1)	6,843	D	\$ 16.014 (4)	374,881	D
Common Stock	04/18/2019	<u>M</u> (1)	4,616	A	\$ 1.63	379,497	D
Common Stock	04/18/2019	<u>S</u> (1)	4,616	D	\$ 16.015 (4)	374,881	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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	04/17/2019		<u>M</u> (1)	1,092	(5) 02/08/2022	Common Stock	1,092
Stock Option (right to buy)	\$ 1.63	04/17/2019		<u>M</u> (1)	7,449	(7) 02/08/2022	Common Stock	7,449
Stock Option (right to buy)	\$ 1.63	04/18/2019		<u>M</u> (1)	6,843	(5) 02/08/2022	Common Stock	6,843
Stock Option (right to buy)	\$ 1.63	04/18/2019		<u>M</u> (1)	4,616	(7) 02/08/2022	Common Stock	4,616

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wolchko J Scott C/O FATE THERAPEUTICS, INC.; 3535 GENERAL ATOMICS COURT #200 SAN DIEGO, CA 92121	X		President and CEO	

Signatures

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

04/19/2019

 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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 20, 2018.
Represents the weighted average sale price of the shares sold ranging from \$16.00 to \$16.73 per share. The Reporting Person will
 - (2) provide, upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each price.
Represents the weighted average sale price of the shares sold ranging from \$16.00 to \$16.84 per share. The Reporting person will
 - (3) provide, upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each price.
Represents the weighted average sale price of the shares sold ranging from \$16.00 to \$16.04 per share. The Reporting person will
 - (4) provide, upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each price.
 - (5) The shares subject to this option became fully vested and exercisable on May 30, 2015.
 - (6) Not applicable.
 - (7) The shares subject to this option became fully vested and exercisable on October 4, 2015.

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.