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 VENROCK ASSOCIATES V LP

(Last) (First) (Middle)

C/O VENROCK,Â 3340 HILLVIEW AVENUE

(Street)

PALO ALTO,Â CAÂ 94304

(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 (give title below) _____ Other (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 Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of			

				Shares		or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	675,492	$ (1)	I	By Funds (2) (3)
Series B Convertible Preferred Stock	Â (4)	Â (4)	Common Stock	265,252	$ (4)	I	By Funds (3) (5)
Series C Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	570,663	$ (1)	I	By Funds (3) (6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VENROCK ASSOCIATES V LP C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO,Â CAÂ 94304	Â	Â X	Â	Â
VENROCK PARTNERS V L P C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO,Â CAÂ 94304	Â	Â X	Â	Â
Venrock Entrepreneurs Fund V, L.P. C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO,Â CAÂ 94304	Â	Â X	Â	Â
Venrock Management V, LLC C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO,Â CAÂ 94304	Â	Â X	Â	Â
Venrock Partners Management V, LLC C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO,Â CAÂ 94304	Â	Â X	Â	Â
VEF Management V, LLC C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO,Â CAÂ 94304	Â	Â X	Â	Â

Signatures

/s/ David L. Stepp, Authorized Signatory	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) Consists of an aggregate of 609,497 shares of Series A Convertible Preferred Stock ("Series A Stock") held by Venrock Associates V, L.P. ("Venrock"), 51,675 shares of Series A Stock held by Venrock Partners V, L.P. ("Venrock Partners"), and 14,320 shares of Series A Stock held by Venrock Entrepreneurs Fund V, L.P. ("Venrock Entrepreneurs" and together with Venrock and Venrock Partners, the "Venrock Entities").

(3) The sole general partner of Venrock is Venrock Management V, LLC ("VM5"). The sole general partner of Venrock Partners is Venrock Partners Management V, LLC ("VPM5"). The sole general partner of Venrock Entrepreneurs is VEF Management V, LLC ("VEFM5"). VM5, VPM5 and VEFM5 disclaim beneficial ownership over all shares held by the Venrock Entities, except to the extent of their indirect pecuniary interests therein.

(4) 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.

(5) Consists of an aggregate of 239,337 shares of Series B Convertible Preferred Stock ("Series B Stock") held by Venrock, 20,292 shares of Series B Stock held by Venrock Partners, and 5,623 shares of Series B Stock held by Venrock Entrepreneurs.

(6) Consists of an aggregate of 514,910 shares of Series C Convertible Preferred Stock ("Series C Stock") held by Venrock, 43,655 shares of Series C Stock held by Venrock Partners, and 12,098 shares of Series C Stock held by Venrock Entrepreneurs.

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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