

FATE THERAPEUTICS INC

Form 4

October 07, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
VENROCK ASSOCIATES V LP

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)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

C/O VENROCK, 3340 HILLVIEW
AVENUE

10/04/2013

(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
X Form filed by More than One Reporting
Person

PALO ALTO, CA 94304

(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	(A) or (D)	Price			
Common Stock	10/04/2013		C		675,492	A	<u>(1)</u>	675,492	I	By Funds <u>(3)</u> <u>(7)</u>
Common Stock	10/04/2013		C		265,252	A	<u>(4)</u>	940,744	I	By Funds <u>(3)</u> <u>(8)</u>
Common Stock	10/04/2013		C		570,663	A	<u>(1)</u>	1,511,407	I	By Funds <u>(3)</u> <u>(9)</u>
Common Stock	10/04/2013		J <u>(10)</u>		128,447	A	\$ 6	1,639,854	I	By Funds <u>(3)</u> <u>(11)</u>
Common Stock	10/04/2013		P		833,333	A	\$ 6	2,473,187	I	By Funds <u>(3)</u> <u>(12)</u>

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

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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Convertible Preferred Stock	(1)	10/04/2013		C		675,492		(1)	(1)	Common Stock	675,492
Series B Convertible Preferred Stock	(4)	10/04/2013		C		265,252		(4)	(4)	Common Stock	265,252
Series B Convertible Preferred Stock	(1)	10/04/2013		C		570,663		(1)	(1)	Common Stock	570,663

Reporting Owners

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

PALO ALTO, CA 94304

Venrock Management V, LLC

C/O VENROCK

3340 HILLVIEW AVENUE

PALO ALTO, CA 94304

X

Venrock Partners Management V, LLC

C/O VENROCK

3340 HILLVIEW AVENUE

PALO ALTO, CA 94304

X

VEF Management V, LLC

C/O VENROCK

3340 HILLVIEW AVENUE

PALO ALTO, CA 94304

X

Signatures

/s/ David L. Stepp, Authorized

Signatory

10/07/2013

**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 aggregate number of shares of Issuer's Preferred Stock held by the Reporting Persons converted into Common Stock immediately prior to the closing of the Issuer's initial public offering and has no expiration date. These shares converted 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 Persons converted into Common Stock immediately prior to the closing of the Issuer's initial public offering and has no expiration date. These shares converted 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.

(7) Consists of an aggregate of 609,497 shares of Common Stock held by Venrock, 51,675 shares of Common Stock held by Venrock Partners, and 14,320 shares of Common Stock held by Venrock Entrepreneurs.

(8) Consists of an aggregate of 848,834 shares of Common Stock held by Venrock, 71,967 shares of Common Stock held by Venrock Partners, and 19,943 shares of Common Stock held by Venrock Entrepreneurs.

(9) Consists of an aggregate of 1,363,744 shares of Common Stock held by Venrock, 115,622 shares of Common Stock held by Venrock Partners, and 32,041 shares of Common Stock held by Venrock Entrepreneurs.

(10) The shares were acquired upon conversion of a convertible promissory note exempt from the definition of a derivative security because the conversion price did not become fixed until automatic conversion at the time of the closing of the Issuer's initial public offering.

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- (11) Consists of an aggregate of 1,479,642 shares of Common Stock held by Venrock, 125,448 shares of Common Stock held by Venrock Partners, and 34,764 shares of Common Stock held by Venrock Entrepreneurs.
- (12) Consists of an aggregate of 2,231,558 shares of Common Stock held by Venrock, 189,198 shares of Common Stock held by Venrock Partners, and 52,431 shares of Common 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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