

FATE THERAPEUTICS INC
 Form 4
 May 05, 2014

FORM 4

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

OMB APPROVAL

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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)
 05/01/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 05/01/2014 | | M | 6,925 A \$ 1.63 | 13,656 | D | |
| Common Stock | 05/01/2014 | | M | 1,100 A \$ 1.63 | 14,756 | D | |
| Common Stock | 05/01/2014 | | M | 422 A \$ 1.37 | 15,178 | D | |
| Common Stock | 05/01/2014 | | S ⁽¹⁾ | 9,793 D \$ 7.0662 | 5,385 | D | |
| | | | | (2) (3) | | | |

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 1.63 | 05/01/2014 | | M | 6,925 | ⁽⁴⁾ 02/08/2022 | Common Stock | 6,925 |
| Stock Option (right to buy) | \$ 1.63 | 05/01/2014 | | M | 1,100 | ⁽⁶⁾ 02/08/2022 | Common Stock | 1,100 |
| Stock Option (right to buy) | \$ 1.37 | 05/01/2014 | | M | 422 | ⁽⁷⁾ 07/23/2022 | Common Stock | 422 |

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

05/05/2014

__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.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.00 to \$7.19, inclusive.

The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.

(3) 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.

(5) Not applicable.

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.

(6) 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.

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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