

FATE THERAPEUTICS INC  
 Form 3  
 October 16, 2015

**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 TAHL CINDY  
 (Last) (First) (Middle)

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

(Street)

SAN DIEGO,Â CAÂ 92121

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
 10/06/2015

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer  Other  
 (give title below) (specify below)  
 General Counsel and Secretary

5. 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

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)

Common Stock

2. Amount of Securities Beneficially Owned (Instr. 4)

6,876

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

D Â

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)

**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.**

**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

5. Ownership Form of Derivative Security:

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

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|                             | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |   |
|-----------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Stock Option (right to buy) | Â <u>(1)</u>     | 02/10/2020      | Common Stock | 2,080                      | \$ 1.69  | D                                     | Â |
| Stock Option (right to buy) | Â <u>(1)</u>     | 03/11/2021      | Common Stock | 8,461                      | \$ 1.69  | D                                     | Â |
| Stock Option (right to buy) | Â <u>(2)</u>     | 01/14/2023      | Common Stock | 2,008                      | \$ 1.37  | D                                     | Â |
| Stock Option (right to buy) | Â <u>(3)</u>     | 08/12/2023      | Common Stock | 12,309                     | \$ 7.87  | D                                     | Â |
| Stock Option (right to buy) | Â <u>(4)</u>     | 01/09/2024      | Common Stock | 35,000                     | \$ 6.62  | D                                     | Â |
| Stock Option (right to buy) | Â <u>(5)</u>     | 01/05/2025      | Common Stock | 34,560                     | \$ 4.84  | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                 |       |
|---|---------------|-----------|---------------------------------|-------|
|   | Director      | 10% Owner | Officer                         | Other |
| TAHL CINDY<br>C/O FATE THERAPEUTICS, INC.<br>3535 GENERAL ATOMICS COURT, SUITE 200<br>SAN DIEGO, CA 92121 | Â             | Â         | Â General Counsel and Secretary | Â     |

## Signatures

/s/Cindy R. Tahl                      10/16/2015  
 \*\*Signature of                      Date  
 Reporting Person

## 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) This option is fully vested.
- (2) The shares subject to the option shall vest and become exercisable in 48 equal monthly installments beginning on November 1, 2012 such that this option is fully exercisable on October 1, 2016.
- (3) 1/2 of the shares subject to this option shall vest and become exercisable in 48 equal monthly installments beginning on November 4, 2013, the remaining 1/2 of the shares are divided into five equal parts, each of which will vest and become exercisable in 24 equal monthly installments following the Issuer's achievement of each of five specified performance based milestones.
- (4) The shares subject to the option shall vest and become exercisable in 48 equal monthly installments beginning on November 4, 2013 such that this option is fully exercisable on October 4, 2017.
- (5) The shares subject to the option shall vest and become exercisable in 48 equal monthly installments beginning on February 5, 2015 such that this option is fully exercisable on January 5, 2019.

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**Remarks:**

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Exhibit 24 - Power of Attorney

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.