

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)

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|--|--|---|--|--|---|
| 1. Name and Address of Reporting Person * Weyer Christian (Last) (First) (Middle) C/O FATE THERAPEUTICS, INC, 3535 GENERAL ATOMICS COURT, SUITE 200 (Street) SAN DIEGO, CA 92121 (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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) See remarks | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 | | | |

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| | | | | Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------------|-------|------------|--------------|---------|---------|----------------------------------|---|
| Stock Option (right to buy) | Â (1) | 10/09/2022 | Common Stock | 218,097 | \$ 1.37 | D | Â |
| Stock Option (right to buy) | Â (2) | 10/09/2022 | Common Stock | 293,040 | \$ 1.37 | D | Â |
| Stock Option (right to buy) | Â (3) | 10/09/2022 | Common Stock | 143,154 | \$ 1.37 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Weyer Christian C/O FATE THERAPEUTICS, INC 3535 GENERAL ATOMICS COURT, SUITE 200 SAN DIEGO, CA 92121 | Â X | Â | Â See remarks | Â |

Signatures

/s/ Christian Weyer 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 shares subject to this option shall vest and become exercisable upon achievement of certain performance based milestones. A portion of this option is subject to accelerated vesting in the event of termination of employment under certain circumstances following a change of control or other transaction-based milestone of the Issuer.
- (2) The shares subject to this option shall vest and become exercisable at the rate of 1/4th of the shares on October 8, 2013 and 1/48th of the shares each month thereafter such that this option is fully exercisable on October 8, 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.
- (3) The shares subject to this option shall vest at the rate of 1/4th of the shares on October 8, 2013 and 1/48th of the shares each month thereafter such that all the shares subject to this option are fully vested on October 8, 2016. The shares subject to this option are early exercisable, subject to a right of repurchase held by the Issuer. 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.

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Remarks:

President and Chief Executive Officer

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.