

Shoemaker Daniel D
Form 4
March 29, 2019

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 *
Shoemaker Daniel D

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Scientific Officer

(Last) (First) (Middle)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/28/2019

(Street)

SAN DIEGO, CA 92121

4. 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

(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	03/28/2019		M ⁽¹⁾	12,500 A \$ 2.9	148,091	D	
Common Stock	03/28/2019		S ⁽¹⁾	12,500 D \$ 16.9362	135,591	D	

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

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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. Date	9. Expiration Date	10. Title	11. Amount or Number of Shares
Stock Option (right to buy)	\$ 2.9	03/28/2019		M ⁽¹⁾	12,500	⁽³⁾ 01/07/2026	Common Stock				12,500

Reporting Owners

Reporting Owner Name / Address

Shoemaker Daniel D
C/O FATE THERAPEUTICS, INC.;
3535 GENERAL ATOMICS COURT #200
SAN DIEGO, CA 92121

Relationships

Director 10% Owner Officer Other

Chief Scientific Officer

Signatures

/s/ Cindy R. Tahl, as
Attorney-in-Fact

03/29/2019

**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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 20, 2018 and modified on December 10, 2018.

(2) Represents the weighted average sale price of the shares sold ranging from \$16.71 to \$17.30 per share. The Reporting Person will provide, upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each price.

(3) The shares subject to this option shall vest and become exercisable in 48 equal monthly installments beginning on February 8, 2016 such that this option is fully exercisable on January 8, 2020.

(4) Not applicable.

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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