

FATE THERAPEUTICS INC  
Form SC 13G  
October 11, 2013

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

**SCHEDULE 13G**  
**UNDER THE SECURITIES EXCHANGE ACT OF 1934**  
**(Amendment No. \_\_)\***

**FATE THERAPEUTICS, INC.**  
**(Name of Issuer)**

**COMMON STOCK**  
**(Title of Class of Securities)**

**31189P102**  
**(CUSIP Number)**

**October 4, 2013**  
**(Date of Event Which Requires Filing of This Statement)**

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**CUSIP No. 31189P102**

1. Name of Reporting Persons

Venrock Associates V, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares

0

Beneficially

6. Shared Voting Power

Owned by

Each

2,473,187<sup>2</sup>

7. Sole Dispositive Power

Reporting

Person

0

With:

8. Shared Dispositive Power

2,473,187<sup>2</sup>

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,473,187<sup>2</sup>

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

12.2%<sup>3</sup>

12. Type of Reporting Person (See Instructions)

PN

- <sup>1</sup> Venrock Associates V, L.P., Venrock Partners V, L.P. and Venrock Entrepreneurs Fund V, L.P. (collectively, the Venrock Entities ) and the general partner of each Venrock Entity respectively, Venrock Management V, LLC, Venrock Partners Management V, LLC and VEF Management V, LLC (collectively, the Venrock GPs ) are members of a group for purposes of this Schedule 13G. The Venrock Entities and the Venrock GPs are collectively referred to herein as the Reporting Persons .
- <sup>2</sup> Consists of 2,231,558 shares of common stock owned by Venrock Associates V, L.P., 189,198 shares of common stock owned by Venrock Partners V, L.P. and 52,431 shares of common stock owned by Venrock Entrepreneurs Fund V, L.P.
- <sup>3</sup> This percentage is calculated based upon 20,357,158 shares of the Issuer s common stock outstanding as of October 4, 2013, as provided to the Reporting Persons by the Issuer.

**CUSIP No. 31189P102**

1. Name of Reporting Persons

Venrock Partners V, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares

0

Beneficially

6. Shared Voting Power

Owned by

Each

2,473,187<sup>2</sup>

7. Sole Dispositive Power

Reporting

Person

0

With:

8. Shared Dispositive Power

2,473,187<sup>2</sup>

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,473,187<sup>2</sup>

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11. Percent of Class Represented by Amount in Row (9)

12.2%<sup>3</sup>

12. Type of Reporting Person (See Instructions)

PN

- <sup>1</sup> The Reporting Persons are members of a group for purposes of this Schedule 13G.
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**CUSIP No. 31189P102**

1. Name of Reporting Persons

Venrock Entrepreneurs Fund V, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares

0

Beneficially

6. Shared Voting Power

Owned by

Each

2,473,187<sup>2</sup>

7. Sole Dispositive Power

Reporting

Person

0

With:

8. Shared Dispositive Power

2,473,187<sup>2</sup>

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,473,187<sup>2</sup>

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11. Percent of Class Represented by Amount in Row (9)

12.2%<sup>3</sup>

12. Type of Reporting Person (See Instructions)

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**CUSIP No. 31189P102**

1. Name of Reporting Persons

Venrock Management V, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares

0

Beneficially

6. Shared Voting Power

Owned by

Each

2,473,187<sup>2</sup>

7. Sole Dispositive Power

Reporting

Person

0

With:

8. Shared Dispositive Power

2,473,187<sup>2</sup>

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,473,187<sup>2</sup>

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

12.2%<sup>3</sup>

12. Type of Reporting Person (See Instructions)

OO

- <sup>1</sup> The Reporting Persons are members of a group for purposes of this Schedule 13G.
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- <sup>3</sup> This percentage is calculated based upon 20,357,158 shares of the Issuer's common stock outstanding as of October 4, 2013, as provided to the Reporting Persons by the Issuer.

**CUSIP No. 31189P102**

1. Name of Reporting Persons

Venrock Partners Management V, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares

0

Beneficially

6. Shared Voting Power

Owned by

Each

2,473,187<sup>2</sup>

7. Sole Dispositive Power

Reporting

Person

0

With:

8. Shared Dispositive Power

2,473,187<sup>2</sup>

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2,473,187<sup>2</sup>

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11. Percent of Class Represented by Amount in Row (9)

12.2%<sup>3</sup>

12. Type of Reporting Person (See Instructions)

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- <sup>1</sup> The Reporting Persons are members of a group for purposes of this Schedule 13G.
- <sup>2</sup> Consists of 2,231,558 shares of common stock owned by Venrock Associates V, L.P., 189,198 shares of common stock owned by Venrock Partners V, L.P. and 52,431 shares of common stock owned by Venrock Entrepreneurs Fund V, L.P.
- <sup>3</sup> This percentage is calculated based upon 20,357,158 shares of the Issuer's common stock outstanding as of October 4, 2013, as provided to the Reporting Persons by the Issuer.

**CUSIP No. 31189P102**

1. Name of Reporting Persons

VEF Management V, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares

0

Beneficially

6. Shared Voting Power

Owned by

Each

2,473,187<sup>2</sup>

7. Sole Dispositive Power

Reporting

Person

0

With:

8. Shared Dispositive Power

2,473,187<sup>2</sup>

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,473,187<sup>2</sup>

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

12.2%<sup>3</sup>

12. Type of Reporting Person (See Instructions)

OO

- <sup>1</sup> The Reporting Persons are members of a group for purposes of this Schedule 13G.
- <sup>2</sup> Consists of 2,231,558 shares of common stock owned by Venrock Associates V, L.P., 189,198 shares of common stock owned by Venrock Partners V, L.P. and 52,431 shares of common stock owned by Venrock Entrepreneurs Fund V, L.P.
- <sup>3</sup> This percentage is calculated based upon 20,357,158 shares of the Issuer's common stock outstanding as of October 4, 2013, as provided to the Reporting Persons by the Issuer.

Introductory Note: This Statement on Schedule 13G is filed on behalf of Venrock Associates V, L.P., a limited partnership organized under the laws of the State of Delaware, Venrock Partners V, L.P., a limited partnership organized under the laws of the State of Delaware, Venrock Entrepreneurs Fund V, L.P., a limited partnership organized under the laws of the State of Delaware (collectively, the Venrock Entities ), as well as Venrock Management V, LLC, a limited liability company organized under the laws of the State of Delaware, Venrock Partners Management V, LLC, a limited liability company organized under the laws of the State of Delaware and VEF Management V, LLC, a limited liability company organized under the laws of the State of Delaware (collectively, the Venrock GPs ) in respect of shares of common stock of Fate Therapeutics, Inc.

**Item 1.**

(a) Name of Issuer

Fate Therapeutics, Inc.

(b) Address of Issuer's Principal Executive Offices

3535 General Atomics Court, Suite 200

San Diego, California 92121

**Item 2.**

(a) Name of Person Filing

Venrock Associates V, L.P.

Venrock Partners V, L.P.

Venrock Entrepreneurs Fund V, L.P.

Venrock Management V, LLC

Venrock Partners Management V, LLC

VEF Management V, LLC

(b) Address of Principal Business Office or, if none, Residence

New York Office:

530 Fifth Avenue

Palo Alto Office:

3340 Hillview Avenue

Cambridge Office:

55 Cambridge Parkway

22nd Floor  
New York, NY 10036

Palo Alto, CA 94304

Suite 100  
Cambridge, MA 02142

(c) Citizenship

Each of the Venrock Entities are limited partnerships organized in the State of Delaware. Each of the Venrock GPs are limited liability companies organized in the State of Delaware.

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

31189P102



**Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable

**Item 4. Ownership**

## (a) Amount Beneficially Owned:

Venrock Associates V, L.P.	2,473,187(1)
Venrock Partners V, L.P.	2,473,187(1)
Venrock Entrepreneurs Fund V, L.P.	2,473,187(1)
Venrock Management V, LLC	2,473,187(1)
Venrock Partners Management V, LLC	2,473,187(1)
VEF Management V, LLC	2,473,187(1)

## (b) Percent of Class:

Venrock Associates V, L.P.	12.2%
Venrock Partners V, L.P.	12.2%
Venrock Entrepreneurs Fund V, L.P.	12.2%
Venrock Management V, LLC	12.2%
Venrock Partners Management V, LLC	12.2%
VEF Management V, LLC	12.2%

## (c) Number of shares as to which the person has:

## (i) Sole power to vote or to direct the vote

Venrock Associates V, L.P.	0
Venrock Partners V, L.P.	0
Venrock Entrepreneurs Fund V, L.P.	0
Venrock Management V, LLC	0
Venrock Partners Management V, LLC	0
VEF Management V, LLC	0

## (ii) Shared power to vote or to direct the vote

Venrock Associates V, L.P.	2,473,187(1)
Venrock Partners V, L.P.	2,473,187(1)
Venrock Entrepreneurs Fund V, L.P.	2,473,187(1)
Venrock Management V, LLC	2,473,187(1)
Venrock Partners Management V, LLC	2,473,187(1)
VEF Management V, LLC	2,473,187(1)

(iii) Sole power to dispose or to direct the disposition of

Venrock Associates V, L.P.	0
Venrock Partners V, L.P.	0
Venrock Entrepreneurs Fund V, L.P.	0
Venrock Management V, LLC	0
Venrock Partners Management V, LLC	0
VEF Management V, LLC	0

(iv) Shared power to dispose or to direct the disposition of

Venrock Associates V, L.P.	2,473,187(1)
Venrock Partners V, L.P.	2,473,187(1)
Venrock Entrepreneurs Fund V, L.P.	2,473,187(1)
Venrock Management V, LLC	2,473,187(1)
Venrock Partners Management V, LLC	2,473,187(1)
VEF Management V, LLC	2,473,187(1)

(1) These shares are owned directly as follows: 2,231,558 shares of common stock are owned by Venrock Associates V, L.P., 189,198 shares of common stock are owned by Venrock Partners V, L.P. and 52,431 shares of common stock are owned by Venrock Entrepreneurs Fund V, L.P. Venrock Management V, LLC is the general partner of Venrock Associates V, L.P.; Venrock Partners Management V, LLC is the general partner of Venrock Partners V, L.P.; and VEF Management V, LLC is the general partner of Venrock Entrepreneurs Fund V, L.P.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following “.”

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

Not Applicable

**Item 8. Identification and Classification of Members of the Group**

Not Applicable

**Item 9. Notice of Dissolution of a Group**

Not Applicable

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.



**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: October 11, 2013

**Venrock Associates V, L.P.**

By: Venrock Management V, LLC,  
its General Partner

By: /s/ David L. Stepp  
Name: David L. Stepp  
Title: Authorized Signatory

**Venrock Management V, LLC**

By: /s/ David L. Stepp  
Name: David L. Stepp  
Title: Authorized Signatory

**Venrock Partners V, L.P.**

By: Venrock Partners Management V, LLC,  
its General Partner

By: /s/ David L. Stepp  
Name: David L. Stepp  
Title: Authorized Signatory

**Venrock Partners Management V, LLC**

By: /s/ David L. Stepp  
Name: David L. Stepp  
Title: Authorized Signatory

**Venrock Entrepreneurs Fund V, L.P.**

By: VEF Management V, LLC,  
its General Partner

By: /s/ David L. Stepp  
Name: David L. Stepp  
Title: Authorized Signatory

**VEF Management V, LLC**

By: /s/ David L. Stepp  
Name: David L. Stepp  
Title: Authorized Signatory

**EXHIBITS**

A: Joint Filing Agreement

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**EXHIBIT A**

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Common Stock of Fate Therapeutics, Inc. and further agree that this agreement be included as an exhibit to such filing. Each party to the agreement expressly authorizes each other party to file on its behalf any and all amendments to such statement. Each party to this agreement agrees that this joint filing agreement may be signed in counterparts.

In evidence whereof, the undersigned have caused this Agreement to be executed on their behalf this 11<sup>th</sup> day of October, 2013.

**Venrock Associates V, L.P.**

By: Venrock Management V, LLC,  
its General Partner

By: /s/ David L. Stepp  
Name: David L. Stepp  
Title: Authorized Signatory

**Venrock Management V, LLC**

By: /s/ David L. Stepp  
Name: David L. Stepp  
Title: Authorized Signatory

**Venrock Partners V, L.P.**

By: Venrock Partners Management V, LLC,  
its General Partner

By: /s/ David L. Stepp  
Name: David L. Stepp  
Title: Authorized Signatory

**Venrock Partners Management V, LLC**

By: /s/ David L. Stepp  
Name: David L. Stepp  
Title: Authorized Signatory

**Venrock Entrepreneurs Fund V, L.P.**

By: VEF Management V, LLC,  
its General Partner

By: /s/ David L. Stepp  
Name: David L. Stepp  
Title: Authorized Signatory

**VEF Management V, LLC**

By: /s/ David L. Stepp  
Name: David L. Stepp  
Title: Authorized Signatory