

ABBOT STEWART

Form 4

May 16, 2018

**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 \*  
 ABBOT STEWART

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

5. Relationship of Reporting Person(s) to  
 Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 05/15/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
 Chief Development Officer

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

(Street)

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

SAN DIEGO, CA 92121

(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                    | 05/15/2018                           |                                                    | M                              |                                                                   | 2,916  | A          | \$ 4.89                                                                                       | 46,779                                                   | D                                                     |
| Common Stock                    | 05/15/2018                           |                                                    | M                              |                                                                   | 18,138 | A          | \$ 6.9                                                                                        | 64,917                                                   | D                                                     |

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

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SEC 1474  
 (9-02)

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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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Option (right to buy)                | \$ 4.89                                                | 05/15/2018                           |                                                    | M                              | 2,916                                                                                   | <u>(1)</u> 10/15/2025                                    | Common Stock                                                  | 2,916                         |
| Stock Option (right to buy)                | \$ 6.9                                                 | 05/15/2018                           |                                                    | M                              | 18,138                                                                                  | <u>(3)</u> 08/03/2025                                    | Common Stock                                                  | 18,138                        |

## Reporting Owners

| Reporting Owner Name / Address                                                                          | Relationships                                                 |
|---------------------------------------------------------------------------------------------------------|---------------------------------------------------------------|
| ABBOT STEWART<br>C/O FATE THERAPEUTICS, INC.;<br>3535 GENERAL ATOMICS COURT #200<br>SAN DIEGO, CA 92121 | Director 10% Owner Officer Other<br>Chief Development Officer |

## Signatures

/s/ Cindy R. Tahl, as Attorney-in-Fact 05/16/2018

\_\_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 shares subject to this option shall vest and become exercisable in 48 equal monthly installments beginning on November 12, 2015, such that this option is fully exercisable on October 12, 2019, subject to the recipient's continued service relationship with the Issuer. This option is subject to an 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.

(2) Not applicable.

(3) The shares subject to the option shall vest and become exercisable at the rate of 1/4th of the shares on July 13, 2016 and 1/48th of the shares each month thereafter such that this option is fully exercisable on July 13, 2019. This option is subject to an 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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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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