

Valamehr Bahram
Form 3
August 07, 2018

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Valamehr Bahram | | (Month/Day/Year) | FATE THERAPEUTICS INC [FATE] | |
| (Last) | (First) | (Middle) | 07/31/2018 | |
| C/O FATE THERAPEUTICS, INC., Â 3535 GENERAL ATOMICS COURT, SUITE 200 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SAN DIEGO, Â CA Â 92121 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Chief Development Officer | 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) |
|------------------------------------|--|---|--|
| Common Stock ⁽¹⁾ | 27,958 | D | Â |

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 | 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 (2) | 07/17/2028 | Common Stock | 150,000 | \$ 11.03 | D | Â |
| Stock Option (right to buy) | Â (3) | 01/15/2028 | Common Stock | 214,800 | \$ 6.55 | D | Â |
| Stock Option (right to buy) | Â (4) | 01/03/2027 | Common Stock | 120,000 | \$ 2.73 | D | Â |
| Stock Option (right to buy) | Â (5) | 01/07/2026 | Common Stock | 88,080 | \$ 2.9 | D | Â |
| Stock Option (right to buy) | Â (6) | 01/05/2025 | Common Stock | 10,704 | \$ 4.84 | D | Â |
| Stock Option (right to buy) | Â (7) | 01/09/2024 | Common Stock | 8,500 | \$ 6.62 | D | Â |
| Stock Option (right to buy) | Â (7) | 08/11/2023 | Common Stock | 1,536 | \$ 7.87 | D | Â |
| Stock Option (right to buy) | Â (7) | 01/13/2023 | Common Stock | 423 | \$ 1.37 | D | Â |
| Stock Option (right to buy) | Â (7) | 03/11/2021 | Common Stock | 3,076 | \$ 1.69 | D | Â |
| Stock Option (right to buy) | Â (7) | 02/10/2020 | Common Stock | 1,153 | \$ 1.69 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Valamehr Bahram C/O FATE THERAPEUTICS, INC. 3535 GENERAL ATOMICS COURT, SUITE 200 SAN DIEGO, CA 92121 | Â | Â | Â Chief Development Officer | Â |

Signatures

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

08/07/2018

**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) Award of Restricted Stock Units, where 10,458 of the underlying shares are vested and 17,500 of the underlying shares vest on October 12, 2019. This grant is subject to an accelerated vesting upon a change of control of the Issuer and in the event of termination of

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employment under certain circumstances following a change of control of the Issuer.

- (2) The shares subject to this option shall vest and become exercisable in 48 equal monthly installments beginning on August 18, 2018 such that this option is fully exercisable on July 18, 2022.
- (3) The shares subject to this option shall vest and become exercisable in 48 equal monthly installments beginning on February 16, 2018 such that this option is fully exercisable on January 16, 2022.
- (4) The shares subject to this option shall vest and become exercisable in 48 equal monthly installments beginning on February 4, 2017 such that this option is fully exercisable on January 4, 2021.
- (5) 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.
- (6) The shares subject to this 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.
- (7) This option is fully vested.

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Remarks:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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