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FATE THERAPEUTICS INC

Form 3

October 16, 2015

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number:

3235-0104

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response...

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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

INC., Â 3535 GENERAL

(Last)

(First)

C/O FATE THERAPEUTICS,

ATOMICS COURT, SUITE 200

(Street)

(Middle)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Statement

(Month/Day/Year)

10/06/2015

FATE THERAPEUTICS INC [FATE]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

Director

10% Owner

_X__ Officer Other (give title below) (specify below) Chief Development Officer 6. Individual or Joint/Group

Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

SAN DIEGO. CAÂ 92121

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form:

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Direct (D) or Indirect (I)

(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)

Exercisable

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise Derivative Price of

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

(Instr. 4)

Expiration Date

Title Amount or Number of Derivative Security

Security: Direct (D)

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Shares or Indirect (I) (Instr. 5) $\hat{A} \stackrel{(1)}{=} 08/03/2025 \stackrel{Common}{Stock} 70,000 \quad \$ \ 6.9 \qquad D \quad \hat{A}$

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address

Director 10% Owner Officer Other

ABBOT STEWART

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

SAN DIEGO, CAÂ 92121

Signatures

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

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).

Date

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.

Â

Remarks:

Exhibit 24 - Power of Attorney

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.

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