## Edgar Filing: Wolchko J Scott - Form 4

Form 4											
January 09, 2	1								OMB AF	PROVAL	
	UNITE	D STATES			ND EXC D.C. 2054		GE C	OMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 o Form 5	6.		IENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires:January 31, 2005Estimated average burden hours per response0.5	
obligation may cont See Instru 1(b).	inue. Section 1	7(a) of the 1	Public Ut	tility Hold		any A	Act of	e Act of 1934, 1935 or Section 0	1		
(Print or Type F	Responses)										
Wolchko J Scott Sy Fa			2. Issuer Name <b>and</b> Ticker or Trading Symbol FATE THERAPEUTICS INC [FATE]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) THERAPEUTI GENERAL A 20		3. Date of (Month/D 01/07/20	-	ansaction			X Director X Officer (give below) Presi		Owner er (specify	
			endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
SAN DIEGO	D, CA 92121							Person	lore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative Se	curiti	es Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Execution any		3. Transactic Code (Instr. 8) Code V	4. Securitie on(A) or Disp (Instr. 3, 4 Amount	osed o		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock $(1)$	01/07/2019			A	250,000	A	\$ 0	374,881	D		

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

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 Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 16.55	01/07/2019		A	500,000	(2)	01/06/2029	Common Stock	500,000
Reporting Owners									

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
Wolchko J Scott C/O FATE THERAPEUTICS, INC.; 3535 GENERAL ATOMICS COURT #200 SAN DIEGO, CA 92121	Х		President and CEO				
Signatures							
/s/ Cindy R. Tahl, as Attorney-in-Fact	01/09/2019	)					
**Signature of Reporting Person	Date						
Explanation of Deenone							

## **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).

Award of Restricted Stock Units that vests with respect to 1/2 of the underlying shares on January 7, 2021, and with respect to 1/4 of the
(1) underlying shares on each of January 7, 2022 and January 7, 2023. This grant 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) The shares subject to this option shall vest and become exercisable in 48 equal monthly installments beginning on February 1, 2019 such that this option is fully exercisable on January 1, 2023.
- (3) 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. 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.