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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 11, 2018

FATE THERAPEUTICS, INC.
(Exact name of registrant as specified in its charter)

Delaware	**001-36076**	**65-1311552**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(I.R.S. Employer Identification No.)**

3535 General Atomics Court, Suite 200
San Diego, CA 92121
(Address of principal executive offices, including zip code)

(858) 875-1800
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).
Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☒

Item 1.01 Entry into a Material Definitive Agreement.

On September 11, 2018 (the "Effective Date"), Fate Therapeutics, Inc. (the "Company") entered into an exclusive license agreement (the "Exclusive License Agreement") with the J. David Gladstone Institutes ("Gladstone").

Pursuant to the Exclusive License Agreement, Gladstone granted to the Company exclusive licenses to certain patents and patent applications (the "Patent Rights") for the research, development, manufacturing, and commercialization of human therapeutics derived from induced pluripotent stem cells (iPSCs). The Patent Rights cover the use of the clustered regularly interspaced short palindromic repeat (CRISPR) and engineered nuclease-deactivated CRISPR-associated protein-9 (dCas9) system, known as the CRISPR activation (CRISPRa) system, for cellular reprogramming and iPSC generation.

Pursuant to the Exclusive License Agreement, the Company agreed to pay Gladstone an upfront fee of $100,000 and is obligated to pay Gladstone milestone payments upon the achievement of specified clinical and regulatory milestones and a royalty on net sales of human therapeutics covered by the Patent Rights. In addition, the Company is obligated to pay Gladstone a percentage of certain income received by the Company in connection with the sublicense of the Patent Rights.

In consideration for the rights granted under the Exclusive License Agreement, the Company has agreed to issue to Gladstone 100,000 shares of the Company's Common Stock, par value $0.001 per share (the "Gladstone Shares"). The Gladstone Shares are being issued pursuant to an exemption from registration under the Securities Act of 1933, as amended (the "Securities Act"), in reliance on Section 4(a)(2) of the Securities Act regarding transactions by an issuer not involving a public offering.

The foregoing description of the terms of the Exclusive License Agreement does not purport to be complete and is qualified in its entirety by reference to the Exclusive License Agreement, which the Company intends to file in redacted form with the Securities and Exchange Commission as an exhibit to its Quarterly Report on Form 10-Q for the quarter ending September 30, 2018.

Item 7.01 Regulation FD Disclosures.

On September 13, 2018, the Company issued a press release announcing its entry into the Exclusive License Agreement with Gladstone. A copy of the press release is being furnished as Exhibit 99.1 to this Report on Form 8-K.

The information in Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 attached hereto is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended ("Exchange Act") or otherwise subject to the liability of that section, nor shall such information be deemed incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended, regardless of the general incorporation language of such filing, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
99.1	Press release dated September 13, 2018

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 13, 2018

Fate Therapeutics, Inc.

By: /s/ J. Scott Wolchko
J. Scott Wolchko
President and Chief Executive Officer

Exhibit 99.1

Fate Therapeutics Enters into Exclusive License Agreement with Gladstone Institutes for CRISPR-based Cellular Reprogramming

New Approach uses CRISPR-mediated Genome Activation for iPSC Generation

San Diego, CA – September 13, 2018 – Fate Therapeutics, Inc. (NASDAQ: FATE), a clinical-stage biopharmaceutical company dedicated to the development of programmed cellular immunotherapies for cancer and immune disorders, announced today the Company has exclusively licensed intellectual property from the J. David Gladstone Institutes that covers the generation of induced pluripotent stem cells (iPSCs) using CRISPR-mediated gene activation. This new approach for inducing pluripotency uses CRISPR to directly target a specific location of the genome and activate endogenous gene expression, and does not rely on established methods of cellular reprogramming that require the transduction of multiple transcription factors. The discovery was made by a team of scientists led by Sheng Ding, Ph.D., a senior investigator at Gladstone and a scientific founder of Fate Therapeutics.

"Fate Therapeutics was founded on a commitment to innovation in the field of iPSC technology, and we will continue to invest in exciting new technologies that extend our dominant leadership position in the development of off-the-shelf, iPSC-derived cell products," said Scott Wolchko, President and Chief Executive Officer of Fate Therapeutics. "Dr. Ding was instrumental in successfully pioneering the use of small molecules to generate iPSCs and the building of our iPSC product platform, and we look forward to advancing this novel CRISPR gene activation approach for cellular reprogramming."

While CRISPR is a powerful tool that can precisely edit the genome by targeting a unique sequence of DNA, Dr. Ding repurposed CRISPR to enable target gene activation, allowing regulation of endogenous gene expression. His research team showed that targeting a single location of the genome using CRISPR genome activation could trigger iPSC generation. The findings were published in January 2018 in the journal *Cell Stem Cell* in an article entitled "CRISPR-Based Chromatin Remodeling of the Endogenous *Oct4* or *Sox2* Locus Enables Reprogramming to Pluripotency."

Fate Therapeutics is using clonal master iPSC lines to overcome the complexity, heterogeneity and substantial costs associated with sourcing cells from a patient or an allogeneic donor. Instead, iPSC-derived cell products can be consistently and repeatedly mass produced and delivered in an off-the-shelf manner, significantly reducing the cost of, and time to, patient treatment.

The Company has built a dominant intellectual property position broadly covering iPSC technology and iPSC-derived cell products. Its proprietary portfolio includes compositions and methods for generating iPSCs, including engineering their biological properties using CRISPR and other nucleases, and for producing genetically edited cells of the hematopoietic lineage, including NK cells and T cells, from

iPSCs. Fate Therapeutics' iPSC product platform is supported by over 100 issued patents and 100 pending patent applications.

About Fate Therapeutics' iPSC Product Platform
The Company's proprietary iPSC product platform enables mass production of off-the-shelf, engineered, homogeneous cell products that can be administered in repeat doses to mediate more effective pharmacologic activity, including in combination with cycles of other cancer treatments. Human iPSCs possess the unique dual properties of unlimited self-renewal and differentiation potential into all cell types of the body. The Company's first-of-kind approach involves engineering human iPSCs in a one-time genetic modification event, and selecting a single iPSC for maintenance as a clonal master iPSC line. Analogous to master cell lines used to manufacture biopharmaceutical drug products such as monoclonal antibodies, clonal master iPSC lines are a renewable source for manufacturing cell therapy products which are well-defined and uniform in composition, can be reproducibly produced at significant scale in a cost-effective manner, and can be delivered off-the-shelf to treat many patients.

About Fate Therapeutics, Inc.
Fate Therapeutics is a clinical-stage biopharmaceutical company dedicated to the development of first-in-class cellular immunotherapies for cancer and immune disorders. The Company is pioneering the development of off-the-shelf cell products using its proprietary induced pluripotent stem cell (iPSC) product platform. The Company's immuno-oncology pipeline is comprised of FATE-NK100, a donor-derived natural killer (NK) cell cancer immunotherapy that is currently being evaluated in three Phase 1 clinical trials, as well as iPSC-derived NK cell and T-cell immunotherapies, with a focus on developing augmented cell products intended to synergize with checkpoint inhibitor and monoclonal antibody therapies and to target tumor-specific antigens. The Company's immuno-regulatory pipeline includes ProTmune™, a next-generation donor cell graft that is currently being evaluated in a Phase 2 clinical trial for the prevention of graft-versus-host disease, and a myeloid-derived suppressor cell immunotherapy for promoting immune tolerance in patients with immune disorders. Fate Therapeutics is headquartered in San Diego, CA. For more information, please visit www.fatetherapeutics.com.

Forward-Looking Statements
This release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding the scope of the Company's intellectual property rights and the advancement of and plans related to its research and development of iPSC-derived cell products for the treatment of cancer, including the safety and therapeutic potential of such products. These and any other forward-looking statements in this release are based on management's current expectations of future events and are subject to a number of risks and uncertainties that could cause actual results to differ materially and adversely from those set forth in or implied by such forward-looking statements. These risks and uncertainties include, but are not limited to, risks related to the Company's ability to protect and maintain its intellectual property position, the risk that any of the patents in the Company's intellectual property portfolio may be challenged and that such a challenge may be successful, resulting in loss of any such patent or loss or reduction in the scope of one or more of the claims of such patent, the risk that results observed in prior preclinical studies of any of its iPSC-derived cell products will not be observed in ongoing or future studies involving these product

candidates, the risk that the Company may cease or delay development of any of its iPSC-derived cell products for a variety of reasons (including requirements that may be imposed by regulatory authorities on the initiation or conduct of clinical trials or to support regulatory approval, difficulties in manufacturing or supplying any of its iPSC-derived cell products for preclinical or clinical testing, difficulties or delays in subject enrollment in planned clinical trials, and any adverse events or other negative results that may be observed during preclinical or clinical development), and the risk that any of its iPSC-derived cell products may not be suitable for therapeutic applications and may not provide the anticipated therapeutic benefits. For a discussion of other risks and uncertainties, and other important factors, any of which could cause the Company's actual results to differ from those contained in the forward-looking statements, see the risks and uncertainties detailed in the Company's periodic filings with the Securities and Exchange Commission, including but not limited to the Company's most recently filed periodic report, and from time to time in the Company's press releases and other investor communications. Fate Therapeutics is providing the information in this release as of this date and does not undertake any obligation to update any forward-looking statements contained in this release as a result of new information, future events or otherwise.

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