FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ABBOT STEWART</u>						2. Issuer Name and Ticker or Trading Symbol FATE THERAPEUTICS INC [FATE]										5. Relationship of Reporting Person(s) to Issuer Check all applicable) Director 10% Owner						
(Last) (First) (Middle) C/O FATE THERAPEUTICS, INC.;							3. Date of Earliest Transaction (Month/Day/Year) 05/15/2018										er (give title v) nief Devel		Other (s below) nt Officer	pecify		
3535 GENERAL ATOMICS COURT #200							If Amendment, Date of Original Filed (Month/Day/Year)										6. Individual or Joint/Group Filing (Check Applicable					
(Street) SAN DIEGO CA 92121					_											Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City) (State) (Zip)																						
		Tab	le I - Nor	n-Deriv	vativ	e Se	curit	ties Ac	qu	ıired, C	Disp	osed o	f, or	Ben	eficial	y Owne	d					
1. Title of Security (Instr. 3) 2. Transc Date (Month/E						ear)	2A. Deemed Execution Date, if any (Month/Day/Year)			3. Transaction Code (Instr. 8)		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5)			d (A) or r. 3, 4 and	Benefi Owned	ties cially I Following	Forn (D) c	n: Direct or Indirect I nstr. 4) (7. Nature of Indirect Beneficial Ownership		
										Code	v	Amount	(A) or (D) Pr		Price	Report Transa (Instr.	ction(s) 3 and 4)			(Instr. 4)		
Common Stock 05/15.							2018			M		2,916	6	A	\$4.8	9 4	6,779		D			
Common Stock 05/15						2018				M		18,138		A	\$6.9	6	64,917		D			
		-	Table II -									sed of, onvertil				Owned						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution I if any (Month/Day	Date,	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Ex	Date Exe opiration Ionth/Day	Date	of Securit		ecuritie erlying vative	es Security	8. Price of Derivative Security (Instr. 5)		e s ally g i	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership t (Instr. 4)		
					Code	v	(A)	(D)		ate kercisable		xpiration ate	Title		Amount or Number of Shares							
Stock Option (right to buy)	\$4.89	05/15/2018			M			2,916		(1)	10	0/15/2025	Com Sto		2,916	(2)	67,08	34	D			
Stock Option (right to buy)	\$6.9	05/15/2018			M			18,138		(3)	08	8/03/2025	Com		18,138	(2)	51,86	52	D			

Explanation of Responses:

- 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

Remarks:

/s/ Cindy R. Tahl, as Attorneyin-Fact

05/16/2018

** Signature of Reporting Person

Date

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.