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

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported): May 1, 2020**

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**FATE THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-36076**  
(Commission  
File Number)

**65-1311552**  
(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)

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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.

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, \$.001 par value	FATE	Nasdaq Global Market

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 1, 2020, the Board of Directors (the “Board”) of Fate Therapeutics, Inc. (the “Company”) appointed Robert Hershberg, M.D., Ph.D. to the Board as a Class II director. Dr. Hershberg was appointed to a newly created vacancy on the Board resulting from the retirement from the board of Amir Nashat, Sc.D. on May 1, 2020.

Since April 2020, Dr. Hershberg has served as a partner at Frazier Healthcare Partners, where he has been working with the firm’s portfolio companies as an advisor for 14 years. Prior to that, he served as Executive Vice President and Head of Business Development & Global Alliances of Celgene Corporation (“Celgene”), a biopharmaceutical company, until the company’s acquisition by Bristol-Myers Squibb in November 2019. Dr. Hershberg joined Celgene in August 2014 to lead the company’s efforts in Immuno-Oncology and was promoted to Executive Vice President and Chief Scientific Officer in 2016. Dr. Hershberg was formerly President and Chief Executive Officer of VentiRx Pharmaceuticals, a biopharmaceutical company which he co-founded in 2006 and led through its partnership with Celgene. Prior to VentiRx, Dr. Hershberg served as Senior Vice President and Chief Medical Officer of Dendreon Corporation, where he led the clinical, regulatory and biometrics groups for the development of Provenge® in metastatic prostate cancer. Dr. Hershberg currently serves as a clinical faculty member at the University of Washington School of Medicine, and is a member of the board of directors of Adaptive Biotechnologies, NanoString Technologies, Silverback Therapeutics and Recursion Pharmaceuticals. Dr. Hershberg holds a Ph.D. in biology from the Salk Institute for Biological Studies, an M.D. from the University of California, Los Angeles School of Medicine, and a bachelor’s degree in molecular biology from the University of California, Los Angeles.

Upon his appointment to the Board, Dr. Hershberg was granted (i) an option to purchase 24,000 shares of the Company’s Common Stock at an exercise price equal to the closing price of the Company’s common stock on the Nasdaq Global Market on May 1, 2020, which will vest in equal monthly installments during the 36 months thereafter, subject to Dr. Hershberg’s continued service on the Board, and (ii) an option to purchase 16,000 shares of the Company’s Common Stock at an exercise price equal to the closing price of the Company’s common stock on the Nasdaq Global Market on May 1, 2020, which will vest upon the earlier of May 1, 2021 or the date of the Company’s 2021 Annual Meeting of Stockholders, subject to Dr. Hershberg’s continued service on the Board.

The Company has also entered into an indemnification agreement with Dr. Hershberg in substantially the same form entered into with the other directors of the Company.

There are no arrangements or understandings between Dr. Hershberg, on the one hand, and any other persons, on the other hand, pursuant to which Dr. Hershberg was selected as a director. Dr. Hershberg is not a party to any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. Dr. Hershberg has no family relationship with any director or executive officer of the Company. Dr. Hershberg has been appointed to serve on the Nominating and Corporate Governance Committee and the Science and Technology Committee of the Board.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The following proposals were submitted to the stockholders at the 2020 Annual Meeting of Stockholders of the Company held on May 1, 2020:

- (i) The election of three Class I Directors, as nominated by the Board of Directors, to hold office until the 2023 Annual Meeting of Stockholders or until their successors are duly elected and qualified;
  - (ii) The ratification of the appointment of Ernst & Young LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2020; and
  - (iii) A non-binding advisory vote to approve the compensation of the Company’s named executive officers as set forth in the Company’s Proxy Statement filed with the Securities and Exchange Commission on March 20, 2020 (the “Proxy Statement”).
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The proposals are described in detail in the Proxy Statement.

The number of shares of common stock entitled to vote at the annual meeting was 75,937,385. The number of shares of common stock present or represented by valid proxy at the annual meeting was 66,115,228. All matters submitted to a vote of the Company's stockholders at the annual meeting were approved and all director nominees were elected.

The number of votes cast for and against and the number of abstentions and broker non-votes with respect to each matter voted upon are set forth below:

(a) Election of Class I Directors.

<u>Director Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>
Robert S. Epstein, M.D., M.S.	59,123,810	590,647
John D. Mendlein, Ph.D., J.D.	40,610,602	19,103,855
Karin Jooss, Ph.D.	59,203,603	510,854

There were 6,400,771 broker non-votes regarding the election of directors.

(b) Ratification of Auditors.

Stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2020. The results of the voting included 66,015,458 votes for, 72,617 votes against, and 27,153 votes abstained.

There were zero broker non-votes regarding this proposal.

(c) Non-binding Advisory Vote on Compensation of Named Executive Officers.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>
56,002,884	3,656,407	55,166

There were 6,400,771 broker non-votes regarding this proposal.

**Item 7.01 Regulation FD Disclosures.**

On May 5, 2020, Fate issued a press release announcing Dr. Hershberg's appointment to the Board. A copy of the press release is being furnished as Exhibit 99.1 to this Current 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.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press release dated May 5, 2020</a>

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**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: May 5, 2020

Fate Therapeutics, Inc.

By: /s/ J. Scott Wolchko

J. Scott Wolchko

President and Chief Executive Officer



## Fate Therapeutics Announces Changes to its Board of Directors

**San Diego CA – May 5, 2020** – Fate Therapeutics, Inc. (NASDAQ: FATE), a clinical-stage biopharmaceutical company dedicated to the development of programmed cellular immunotherapies for cancer and immune disorders, today announced the retirement of Amir Nashat, Sc.D., Managing General Partner at Polaris Venture Partners, from the Company’s board of directors. Dr. Nashat was the longest tenured member of the Company’s board, having served since the founding of Fate Therapeutics in 2007. In addition, Robert Hershberg, M.D., Ph.D. was appointed to the Company’s board of directors. Dr. Hershberg brings to Fate Therapeutics extensive executive leadership in the pharmaceutical industry with particular expertise in corporate strategy, business development and drug development in the field of immuno-oncology.

“On behalf of my fellow directors, the Company’s management team, and our shareholders, I would like to thank Amir for his significant contributions having served as a trusted advisor since the Company’s founding through first-in-human clinical investigation of our iPSC-derived cell-based cancer immunotherapy products,” said William H. Rastetter, Ph.D., Chairman of the Board of Fate Therapeutics. “I am pleased to have Rob join our board of directors, and look forward to benefiting from his domain expertise in the field of immuno-oncology.”

“Rob is an accomplished biopharmaceutical leader with tremendous experience in the development of innovative cell-based cancer immunotherapies and collaborations that maximize strategic value, and we are excited to work with Rob as we continue to build and clinically advance our pipeline of off-the-shelf, iPSC-derived cell products for the treatment of cancer,” said Scott Wolchko, President and Chief Executive Officer of Fate Therapeutics.

Dr. Hershberg was most recently Executive Vice President and Head of Business Development & Global Alliances, and served as a member of the Executive Committee, of Celgene until the company’s acquisition by Bristol-Myers Squibb in 2019. He joined Celgene in 2014 to lead the company’s efforts in Immuno-Oncology and was promoted to Executive Vice President and Chief Scientific Officer in 2016. Dr. Hershberg recently joined Frazier Healthcare Partners as a Venture Partner, where he has been working with the firm’s portfolio companies as an advisor for 14 years.

“Fate Therapeutics offers a transcendent approach to cell-based cancer immunotherapy with its proprietary iPSC product platform, deep NK cell and T-cell product pipeline, and high-value strategic collaborations,” said Robert Hershberg, M.D., Ph.D. “I look forward to working closely with the Company’s board and management team as we pursue the opportunity to build a premier cell-based cancer immunotherapy enterprise and bring life-changing cancer medicines to patients.”

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Prior to Celgene, Dr. Hershberg was the President and Chief Executive Officer of VentiRx Pharmaceuticals, a biopharmaceutical company which he co-founded in 2006 and led through its transformational partnership with Celgene. He also previously served as Senior Vice President and Chief Medical Officer of Dendreon Corporation, where he led the clinical, regulatory and biometrics groups for the development of Provenge® in metastatic prostate cancer. Early in his career, Dr. Hershberg served as an Assistant Professor at Harvard Medical School and an Associate Physician at the Brigham and Women's Hospital in Boston, Massachusetts. Dr. Hershberg currently serves as a clinical faculty member at the University of Washington School of Medicine, and is a member of the board of directors of Adaptive Biotechnologies, NanoString Technologies, Silverback Therapeutics and Recursion Pharmaceuticals. He completed his undergraduate and medical degrees at the University of California, Los Angeles and received his Ph.D. at the Salk Institute for Biological Studies.

#### **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 has established a leadership position in the clinical development and manufacture of universal, off-the-shelf cell products using its proprietary induced pluripotent stem cell (iPSC) product platform. The Company's immuno-oncology product candidates include natural killer (NK) cell and T-cell cancer immunotherapies, which are designed to synergize with well-established cancer therapies, including immune checkpoint inhibitors and monoclonal antibodies, and to target tumor-associated antigens with chimeric antigen receptors (CARs). The Company's immuno-regulatory product candidates include ProTmune™, a pharmacologically modulated, 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](http://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 advancement of and plans related to the Company's product candidates, including their therapeutic and market potential. 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, the risk that the Company may cease or delay preclinical or clinical development of any of its product candidates 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 or delays in subject enrollment in current and planned clinical trials, difficulties in manufacturing or supplying the Company's product candidates for clinical testing, and any adverse events or other negative results that may be observed during preclinical or clinical development), the risk that results observed in preclinical studies of its product candidates may not be replicated in

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ongoing or future clinical trials or studies, and the risk that its product candidates may not produce therapeutic benefits or may cause other unanticipated adverse effects. 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.

**Contact:**

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