

OMB APPROVAL	
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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**

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

<b>1. Name and Address of Reporting Person*</b> <u>Wolcho J Scott</u>  (Last) (First) (Middle) C/O FATE THERAPEUTICS, INC.; 3535 GENERAL ATOMICS COURT #200  (Street) SAN DIEGO CA 92121  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> FATE THERAPEUTICS INC [ FATE ]	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 04/17/2019	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/17/2019		M <sup>(1)</sup>		1,092	A	\$1.63	375,973	D	
Common Stock	04/17/2019		S <sup>(1)</sup>		1,092	D	\$16.1062 <sup>(2)</sup>	374,881	D	
Common Stock	04/17/2019		M <sup>(1)</sup>		7,449	A	\$1.63	382,330	D	
Common Stock	04/17/2019		S <sup>(1)</sup>		7,449	D	\$16.1826 <sup>(3)</sup>	374,881	D	
Common Stock	04/18/2019		M <sup>(1)</sup>		6,843	A	\$1.63	381,724	D	
Common Stock	04/18/2019		S <sup>(1)</sup>		6,843	D	\$16.014 <sup>(4)</sup>	374,881	D	
Common Stock	04/18/2019		M <sup>(1)</sup>		4,616	A	\$1.63	379,497	D	
Common Stock	04/18/2019		S <sup>(1)</sup>		4,616	D	\$16.015 <sup>(4)</sup>	374,881	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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. Transaction Code (Instr. 8)		5. Number of Derivative 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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$1.63	04/17/2019		M <sup>(1)</sup>			1,092	(5)	02/08/2022	Common Stock	1,092	(6)	6,843	D	
Stock Option (right to buy)	\$1.63	04/17/2019		M <sup>(1)</sup>			7,449	(7)	02/08/2022	Common Stock	7,449	(6)	18,951	D	
Stock Option (right to buy)	\$1.63	04/18/2019		M <sup>(1)</sup>			6,843	(5)	02/08/2022	Common Stock	6,843	(6)	0	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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. Transaction Code (Instr. 8)		5. Number of Derivative 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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$1.63	04/18/2019		M <sup>(1)</sup>			4,616	(7)	02/08/2022	Common Stock	4,616	(6)	14,335	D	

**Explanation of Responses:**

- This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 20, 2018.
- Represents the weighted average sale price of the shares sold ranging from \$16.00 to \$16.73 per share. The Reporting Person will provide, upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each price.
- Represents the weighted average sale price of the shares sold ranging from \$16.00 to \$16.84 per share. The Reporting person will provide, upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each price.
- Represents the weighted average sale price of the shares sold ranging from \$16.00 to \$16.04 per share. The Reporting person will provide, upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each price.
- The shares subject to this option became fully vested and exercisable on May 30, 2015.
- Not applicable.
- The shares subject to this option became fully vested and exercisable on October 4, 2015.

**Remarks:**

/s/ Cindy R. Tahl, as Attorney-in-Fact 04/19/2019

\*\* 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.

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