

OMB APPROVAL	
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Redmile Group, LLC</u>			2. Issuer Name and Ticker or Trading Symbol <u>FATE THERAPEUTICS INC [FATE]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/20/2026</u>						
900 LARKSPUR LANDING CIRCLE, SUITE 270			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person			
(Street)	(City)	(State)	(Zip)						
LARKSPUR	CA		94939						

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	04/20/2026		J ⁽¹⁾		8,977,624	D	\$0 ⁽¹⁾	0	D ⁽²⁾⁽⁵⁾	
Common Stock	04/20/2026		J ⁽³⁾		8,977,624	A	\$0 ⁽¹⁾	12,884,277 ⁽⁴⁾	I	See Footnotes ⁽⁴⁾⁽⁵⁾

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	Amount or Number of Shares				
Pre-Funded Warrants to Purchase Common Stock	\$0.001	04/20/2026		J ⁽¹⁾			3,691,324	(6)	(6)	Common Stock	3,691,324	\$0 ⁽¹⁾	0	D ⁽²⁾⁽⁵⁾	
Pre-Funded Warrants to Purchase Common Stock	\$0.001	04/20/2026		J ⁽³⁾		3,691,324		(6)	(6)	Common Stock	3,691,324	\$0 ⁽¹⁾	3,893,674 ⁽⁴⁾	I	See Footnotes ⁽⁴⁾⁽⁵⁾
Cash-settled Swaps	\$3.02 ⁽⁷⁾	04/20/2026		J ⁽⁹⁾			266,280	(8)(10)	(11)	Common Stock	266,280	\$0 ⁽⁹⁾	0	D ⁽²⁾⁽⁵⁾	
Cash-settled Swaps	\$3.02 ⁽⁷⁾	04/20/2026		J ⁽³⁾⁽⁹⁾		266,280		(8)(10)	(11)	Common Stock	266,280	\$0 ⁽⁹⁾	502,769 ⁽⁴⁾	I	See Footnotes ⁽⁴⁾⁽⁵⁾
Class A Convertible Preferred Stock	(12)(13)	04/20/2026		J ⁽¹⁾			162,013	(12)(14)	(14)	Common Stock	810,065 ⁽¹³⁾	\$0 ⁽¹⁾	0	D ⁽²⁾⁽⁵⁾	
Class A Convertible Preferred Stock	(12)(13)	04/20/2026		J ⁽³⁾		162,013		(12)(14)	(14)	Common Stock	810,065 ⁽¹³⁾	\$0 ⁽¹⁾	2,755,086 ⁽⁴⁾	I	See Footnotes ⁽⁴⁾⁽⁵⁾

1. Name and Address of Reporting Person*
Redmile Group, LLC

(Last) (First) (Middle)
900 LARKSPUR LANDING CIRCLE,
SUITE 270

(Street)
LARKSPUR CA 94939

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Green Jeremy

(Last) (First) (Middle)
C/O REDMILE GROUP, LLC (NY OFFICE)

(Street)
NEW YORK NY 10001

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[RedCo II Master Fund, L.P.](#)

(Last) (First) (Middle)

C/O REDMILE GROUP, LLC
900 LARKSPUR LANDING CIRCLE, SUITE 270

(Street)
LARKSPUR CA 94939

(City) (State) (Zip)

Explanation of Responses:

- In connection with an internal reorganization of RedCo II Master Fund, L.P. ("RedCo II"), which is one of the private investment vehicles managed by Redmile Group, LLC ("Redmile"), the reported securities were distributed pro rata and in kind, for no consideration, by RedCo II to its two wholly-owned subsidiaries (collectively, the "SPVs"), which are also managed by Redmile. As a result, RedCo II no longer has voting or dispositive power over such securities and is no longer a beneficial owner of more than 10% of the Issuer's Common Stock, par value \$0.001 per share (the "Common Stock"), and will be dissolved. Accordingly, this Form 4 serves as an exit filing for RedCo II. The internal reorganization resulted in no change in the aggregate beneficial ownership of Redmile or Mr. Green.
- The reported securities were directly owned by RedCo II.
- This transaction is reported to reflect that two of the Reporting Persons (Redmile and Jeremy Green, its principal) retain an indirect beneficial ownership in the securities transacted in, as reported in the row above. The internal reorganization resulted in no change in the aggregate beneficial ownership of Redmile or Mr. Green.
- The reported securities are directly owned by certain private investment vehicles managed by Redmile (collectively, the "Redmile Clients"), excluding RedCo II but including the SPVs.
- Redmile may be deemed to beneficially own the reported securities as the investment manager of RedCo II, each of the SPVs, and each of the other Redmile Clients. The reported securities may also be deemed beneficially owned by Jeremy Green as the principal of Redmile. Redmile and Mr. Green disclaim beneficial ownership of the reported securities except to the extent of its and his respective pecuniary interest therein, if any. This report shall not be deemed an admission that Redmile or Mr. Green is the beneficial owner of the securities for purposes of Section 16 of the Exchange Act, or for any other purpose.
- The pre-funded warrants ("Warrants") are exercisable by the holder at any time until fully exercised at an exercise price per share of \$0.001, subject to a limitation on the right of the Issuer to issue Common Stock if and to the extent that such exercise would cause the holder and its affiliates to beneficially own in the aggregate more than 14.99% of the combined voting power of all of the securities of the Issuer outstanding after giving effect to such attempted conversion, which percentage may be changed at a holder's election upon 61 days' notice to the Issuer. The Warrants have no expiration date.
- Represents the reference price associated with the swap agreements.
- Certain Redmile Clients are parties to swap agreements with counterparties. Each notional share subject to each swap agreement represents the economic equivalent of one share of Common Stock. These agreements do not give the Reporting Persons direct or indirect voting, investment or dispositive control over any securities of the Issuer and do not require the counterparties thereto to acquire, hold, vote or dispose of any securities of the Issuer.
- In connection with the reorganization of RedCo II, the swap agreements to which RedCo II was a counterparty were novated to the SPVs on a pro-rata basis, for no consideration, with no change to any other terms of the swap agreement and no change in the economic exposure.
- The Reporting Persons disclaim any beneficial ownership in securities that may be referenced in such swap agreements or that may be held from time to time by any counterparties to the agreements.
- The Redmile Clients that are parties to the swap agreements have the right to close out each swap at any time. Upon settlement of the various swap agreements, either (i) the counterparty will pay to the Redmile Clients in cash an amount determined in part by reference to any increase between the reference price and the market value of the notional number of shares of Common Stock subject to the swap agreement or (ii) the Redmile Clients will pay to the counterparty in cash an amount determined in part by reference to any decrease between the reference price and the market value of the notional number of shares of Common Stock subject to the swap agreement.
- The Class A Preferred Stock is convertible into Common Stock, in accordance with the terms of Issuer's Amended and Restated Certificate of Incorporation and the Issuer's Certificate of Designation of Preferences, Rights and Limitations of Class A Convertible Preferred Stock (as amended and restated, the "Certificate of Designation") at any time and from time to time at the holder's election based on a conversion ratio equal to the Class A Preferred Stock's stated value of \$13.30 divided by its conversion price of \$2.66.
- The one-for-five conversion rate is taken into account in the amount of underlying Common Stock involved in the transaction listed under Column 7 of Table II.
- The Certificate of Designation provides that the holder may not convert any shares of Class A Preferred Stock if, after giving effect to the attempted conversion, the holder and its affiliates would beneficially own in the aggregate more than 14.99% of the number of shares of Common Stock outstanding after giving effect to such attempted conversion, which percentage may be changed at a holder's election upon 61 days' notice to the Issuer. The Class A Preferred Stock has no expiration date.

By: /s/ Jeremy Green, Managing
Member of Redmile Group, LLC 04/22/2026

/s/ Jeremy Green, Managing
Member of RedCo II (GP), LLC,
the General Partner of RedCo II
Master Fund, L.P. 04/22/2026

/s/ Jeremy Green 04/22/2026
** 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.