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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

FATE THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

65-1311552
(I.R.S. Employer
Identification No.)

**12278 Scripps Summit Drive
San Diego, CA**
(Address of Principal Executive Offices)

92131
(Zip Code)

FATE THERAPEUTICS, INC. AMENDED AND RESTATED 2022 STOCK OPTION AND INCENTIVE PLAN
(Full title of the plan)

J. Scott Wolchko
President and Chief Executive Officer
Fate Therapeutics, Inc.
12278 Scripps Summit Drive
San Diego, CA 92131
(Name and address of agent for service)

(858) 875-1800
(Telephone number, including area code, of agent for service)

Copies to:

**Kingsley L. Taft, Esq.
Maggie L. Wong, Esq.
Natalie T. Martirosian, Esq.
Goodwin Procter LLP
3 Embarcadero Center, 28th Floor
San Francisco, CA 94111
Telephone: (415) 733-6000**

**Cindy R. Tahl, Esq.
General Counsel and Corporate Secretary
Fate Therapeutics, Inc.
12278 Scripps Summit Drive
San Diego, CA 92131
Telephone: (858) 875-1800**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

On April 1, 2024, the Board of Directors of Fate Therapeutics, Inc. (the “**Company**”) adopted, subject to approval by stockholders, the Fate Therapeutics, Inc. Amended and Restated 2022 Stock Option and Incentive Plan (the “**A&R 2022 Plan**”), which the stockholders of the Company approved at the Company’s 2024 Annual Meeting of Stockholders held on June 7, 2024. The A&R 2022 Plan increased the number of shares of common stock, par value \$0.001 per share, of the Company (“**Common Stock**”) authorized for issuance thereunder by 8,000,000 shares to a new total of 17,500,000 shares of Common Stock. The A&R 2022 Plan will otherwise continue in effect through its current term (June 2032), unless terminated earlier by the Company’s Board of Directors.

The Company is filing this registration statement on Form S-8 (this “**Registration Statement**”) solely for the purpose of registering the 8,000,000 additional shares of Common Stock authorized for issuance under the A&R 2022 Plan. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “**Securities Act**”), this Registration Statement also includes an indeterminate number of additional shares of Common Stock that may become issuable under the A&R 2022 Plan by reason of anti-dilution and other adjustments.

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E of Form S-8, the Company is filing this Registration Statement with the Securities and Exchange Commission (the “**Commission**”) to register an additional 8,000,000 shares of its Common Stock under the A&R 2022 Plan. Such additional shares are of the same class as other securities for which a registration statement relating to the A&R 2022 Plan has previously been filed and is effective. Pursuant to General Instruction E of Form S-8 regarding Registration of Additional Securities, the contents of the Company’s Registration Statement on [Form S-8](#) (File No. 333-265502), filed with the Commission on June 9, 2022, is hereby incorporated by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant’s Amendment No. 1 to Registration Statement on Form S-1, filed on August 29, 2013, File No. 333-190608)
4.2	Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Registrant, as currently in effect (incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K, filed on June 7, 2021, File No. 001-36076)
4.3	Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K, filed on June 10, 2024, File No. 001-36076)
4.4	Certificate of Designation of Preferences, Rights and Limitations of Class A Convertible Preferred Stock of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K, filed on November 29, 2016, File No. 001-36076)
4.5	Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.3 to the Registrant’s Annual Report on Form 10-K, filed on February 24, 2021, File No. 001-36076)
4.6	Certificate of Amendment to Certificate of Designation of Preferences, Rights and Limitations of Class A Convertible Preferred Stock of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K, filed on April 19, 2023, File No. 001-36076)
4.7	Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Registrant’s Amendment No. 1 to Registration Statement on Form S-1, filed on August 29, 2013, File No. 333-190608)
5.1*	Opinion of Goodwin Procter LLP
23.1*	Consent of Independent Registered Public Accounting Firm
23.2*	Consent of Goodwin Procter LLP (included in Exhibit 5.1)

-
- 24.1* [Power of Attorney \(included on signature page\)](#)
- 99.1 [Amended and Restated 2022 Stock Option and Incentive Plan and form agreements thereunder \(incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed on June 7, 2024, File No. 001-36076\)](#)
- 107* [Filing Fee Table](#)
- * Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on this 10th day of June, 2024.

FATE THERAPEUTICS, INC.

By: /s/ J. Scott Wolchko

J. Scott Wolchko

President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below hereby severally constitutes and appoints each of J. Scott Wolchko, Edward J. Dulac III and Cindy R. Tahl, and each of them singly, as such person's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for such person and in such person's name, place and stead, in any and all capacities, to sign any or all amendments (including, without limitation, post-effective amendments) to this registration statement (or any registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933), and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ J. Scott Wolchko</u> J. Scott Wolchko	President, Chief Executive Officer and Director (Principal Executive Officer)	June 10, 2024
<u>/s/ Edward Dulac</u> Edward Dulac	Chief Financial Officer (Principal Financial and Accounting Officer)	June 10, 2024
<u>/s/ William H. Rastetter</u> William H. Rastetter, Ph.D.	Chairman of the Board and Director	June 10, 2024
<u>/s/ John D. Mendlein</u> John D. Mendlein, Ph.D., J.D.	Vice Chairman of the Board and Director	June 10, 2024
<u>/s/ Timothy P. Coughlin</u> Timothy P. Coughlin	Director	June 10, 2024
<u>/s/ Michael Lee</u> Michael Lee	Director	June 10, 2024
<u>/s/ Robert S. Epstein</u> Robert S. Epstein, M.D., M.S.	Director	June 10, 2024
<u>/s/ Karin Jooss</u> Karin Jooss, Ph.D.	Director	June 10, 2024
<u>/s/ Shefali Agarwal</u> Shefali Agarwal, M.D.	Director	June 10, 2024
<u>/s/ Yuan Xu</u> Yuan Xu, Ph. D.	Director	June 10, 2024



Goodwin Procter LLP
Three Embarcadero Center, Suite 2800
San Francisco, CA 94111

goodwinlaw.com
+1 415 733 6000

June 10, 2024

Fate Therapeutics, Inc.
12278 Scripps Summit Drive
San Diego, CA 92131

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 8,000,000 shares (the "Shares") of Common Stock, \$0.001 par value per share ("Common Stock"), of Fate Therapeutics, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's Amended and Restated 2022 Stock Option and Incentive Plan (the "Plan").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in *74 Business Lawyer* 815 (Summer 2019).

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ GOODWIN PROCTER LLP

GOODWIN PROCTER LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Fate Therapeutics, Inc. 2022 Amended and Restated Stock Option and Incentive Plan of our report dated February 26, 2024, with respect to the consolidated financial statements of Fate Therapeutics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Diego, California
June 10, 2024

Calculation of Filing Fee Table

FORM S-8
(Form Type)

Fate Therapeutics, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Fees to be Paid	Equity	Common Stock, par value \$0.001 per share	457(c) and 457(h)	8,000,000(2)	\$3.67(3)	\$29,360,000	0.00014760	\$4,333.54
	Total Offering Amounts						\$29,360,000	\$4,333.54
	Total Fee Offsets							—
	Net Fee Due							\$4,333.54

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), the number of shares of common stock, par value \$0.001 per share (“Common Stock”) of the Registrant registered hereunder includes an indeterminable number of shares of Common Stock that become issuable by reason of any share dividend, share split or other similar transaction.
- (2) Represents 8,000,000 additional shares of Common Stock issuable under the Fate Therapeutics, Inc. Amended and Restated 2022 Stock Option and Incentive Plan, as approved by the Board of Directors of the Registrant on April 1, 2024 and approved by the Stockholders of the Registrant at the 2024 Annual Meeting of Stockholders on June 7, 2024.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act on the basis of the average of the high and low sales prices of the Common Stock as reported on the Nasdaq Global Market on June 3, 2024.