

April 24, 2024

J. Scott Wolchko
Chief Executive Officer
Fate Therapeutics, Inc.
12278 Scripps Summit Dr.
San Diego, CA 92131

Inc.

Statement on Form S-3

2024

Re: Fate Therapeutics,

Registration

Filed April 18,

File No. 333-278792

Dear J. Scott Wolchko:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Hamill at 303-844-1008 with any questions.

Please contact Lauren

Sincerely,

Division of Corporation Finance

Office of Life Sciences

cc:

Natalie Martirossian