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

**SCHEDULE 13G/A** 

Under the Securities Exchange Act of 1934 (Amendment No. 1)\*

		FATE THERAPEUTICS, INC.
		(Name of Issuer)
		COMMON STOCK
		(Title of Class of Securities)
		31189P102
		(CUSIP Number)
		December 31, 2017
		(Date of Event Which Requires Filing of this Statement)
Check the app	ropriate box to de	signate the rule pursuant to which this Schedule is filed:
0	Rule 13d-1(b)	
X	Rule 13d-1(c)	
0	Rule 13d-1(d)	
iny subsequen Γhe informatio	t amendment cont on required in the	ge shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for taining information which would alter the disclosures provided in a prior cover page.  remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).
	1189P102  Name of Reportir  Venrock Associat	
2.	Check the Approp	priate Box if a Member of a Group (See Instructions)
	(a) x	(1)
	(b) o	
3.	SEC Use Only	
	Citizenship or Pla Delaware	ace of Organization
_	5.	Sole Voting Power
Number of Shares Beneficially	6.	Shared Voting Power 2,473,187(2)
Owned by Each Reporting Person With:	7.	Sole Dispositive Power 0

Shared Dispositive Power

2,473,187(2)

8.

9.	Aggregate Ame 2,473,187(2)	ount Beneficially Owned by Each Reporting Person
10.	Check if the A	ggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o
11.	Percent of Clast 4.7%(3)	ss Represented by Amount in Row (9)
12.	Type of Report PN	ing Person (See Instructions)
partr (coll colle) (2) Cons V, L. (3) This Issue	ner of each Venrectively, the "Venctively referred sists of 2,231,55 P. and 52,431 share percentage is car's Quarterly Ro	V, L.P., Venrock Partners V, L.P. and Venrock Entrepreneurs Fund V, L.P. (collectively, the "Venrock Entities") and the general ock Entity respectively, Venrock Management V, LLC, Venrock Partners Management V, LLC and VEF Management V, LLC enrock GPs") are members of a group for purposes of this Schedule 13G/A. The Venrock Entities and the Venrock GPs are to herein as the "Reporting Persons."  8 shares of common stock owned by Venrock Associates V, L.P., 189,198 shares of common stock owned by Venrock Partners hares of common stock owned by Venrock Entrepreneurs Fund V, L.P.  alculated based (a) 41,685,695 shares of the Issuer's common stock outstanding as of October 31, 2017 as reported in the eport on Form 10-Q filed with the Securities and Exchange Commission on November 1, 2017 and (b) 10,953,750 shares of d pursuant to an underwritten public offering that closed on December 15, 2017.
CUSIP No. 3	31189P102	
1.	Name of Report Venrock Partne	
2.	Check the App	ropriate Box if a Member of a Group (See Instructions) x(1)
	(b)	0
3.	SEC Use Only	
4.	Citizenship or Delaware	Place of Organization
	5.	Sole Voting Power 0
Number of Shares Beneficially	6.	Shared Voting Power 2,473,187(2)
Owned by Each Reporting Person With:	7.	Sole Dispositive Power
	8.	Shared Dispositive Power 2,473,187(2)
9.	Aggregate Ama 2,473,187(2)	ount Beneficially Owned by Each Reporting Person
10.	Check if the A	ggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o
11.	Percent of Clas 4.7%(3)	ss Represented by Amount in Row (9)

(1)

(2)

(3)

(1)Venrock Associates V, L.P., Venrock Partners V, L.P. and Venrock Entrepreneurs Fund V, L.P. (collectively, the "Venrock Entities") and the general partner of each Venrock Entity respectively, Venrock Management V, LLC, Venrock Partners Management V, LLC and VEF Management V, LLC (collectively, the "Venrock GPs") are members of a group for purposes of this Schedule 13G/A. The Venrock Entities and the Venrock GPs are collectively referred to herein as the "Reporting Persons." Consists of 2,231,558 shares of common stock owned by Venrock Associates V, L.P., 189,198 shares of common stock owned by Venrock Partners (2) V, L.P. and 52,431 shares of common stock owned by Venrock Entrepreneurs Fund V, L.P. (3)This percentage is calculated based (a) 41,685,695 shares of the Issuer's common stock outstanding as of October 31, 2017 as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 1, 2017 and (b) 10,953,750 shares of common stock issued pursuant to an underwritten public offering that closed on December 15, 2017. 3 CUSIP No. 31189P102 1. Name of Reporting Persons Venrock Entrepreneurs Fund V, L.P. 2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) x(1)(b) 3. SEC Use Only 4. Citizenship or Place of Organization Delaware 5. Sole Voting Power 0 Number of 6. Shared Voting Power Shares 2,473,187(2) Beneficially Owned by Each 7. Sole Dispositive Power Reporting Person With: 8. Shared Dispositive Power 2,473,187(2) 9. Aggregate Amount Beneficially Owned by Each Reporting Person 2,473,187(2) 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o 11. Percent of Class Represented by Amount in Row (9) 4.7%(3)12. Type of Reporting Person (See Instructions) PN (1) Venrock Associates V, L.P., Venrock Partners V, L.P. and Venrock Entrepreneurs Fund V, L.P. (collectively, the "Venrock Entities") and the general partner of each Venrock Entity respectively, Venrock Management V, LLC, Venrock Partners Management V, LLC and VEF Management V, LLC

(collectively, the "Venrock GPs") are members of a group for purposes of this Schedule 13G/A. The Venrock Entities and the Venrock GPs are

collectively referred to herein as the "Reporting Persons."

12.

PN

Type of Reporting Person (See Instructions)

- (2) Consists of 2,231,558 shares of common stock owned by Venrock Associates V, L.P., 189,198 shares of common stock owned by Venrock Partners V, L.P. and 52,431 shares of common stock owned by Venrock Entrepreneurs Fund V, L.P.
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CUSIP No. 31189P10	.189P10	3118	No.	SIP	CU
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COSIF No. 3	11031102	
1.	Name of Repo Venrock Man	orting Persons agement V, LLC
2.	Check the Ap	propriate Box if a Member of a Group (See Instructions)
	(a)	<u>x(1)</u>
	(b)	0
3.	SEC Use Only	7
4.	Citizenship or Delaware	Place of Organization
	5.	Sole Voting Power
Number of Shares Beneficially	6.	Shared Voting Power 2,473,187(2)
Owned by Each Reporting Person With:	7.	Sole Dispositive Power 0
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11.	Percent of Cla 4.7%(3)	ss Represented by Amount in Row (9)
12.	Type of Repo	ting Person (See Instructions)

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(a)

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Check the Appropriate Box if a Member of a Group (See Instructions)

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	CUSIP No. 3	1189P102	
	1.		

	(b)	0
3.	SEC Use Only	
4.	Citizenship or Delaware	Place of Organization
	5.	Sole Voting Power 0
Number of Shares Beneficially	6.	Shared Voting Power 2,473,187(2)
Owned by Each Reporting Person With:	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 2,473,187(2)
9.	Aggregate Am 2,473,187(2)	nount Beneficially Owned by Each Reporting Person
10.	Check if the A	aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o
11.	Percent of Cla 4.7%(3)	ss Represented by Amount in Row (9)
12.	Type of Repor	rting Person (See Instructions)
  ) Venr	ock Associates	V. I. P. Venrock Partners V. I. P. and Venrock Entrepreneurs Fund V. I. P. (collectively, the "Venrock Entities") and the general

(1) Venrock Associates V, L.P., Venrock Partners V, L.P. and Venrock Entrepreneurs Fund V, L.P. (collectively, the "Venrock Entities") and the general partner of each Venrock Entity respectively, Venrock Management V, LLC, Venrock Partners Management V, LLC and VEF Management V, LLC (collectively, the "Venrock GPs") are members of a group for purposes of this Schedule 13G/A. The Venrock Entities and the Venrock GPs are collectively referred to herein as the "Reporting Persons."

(2) Consists of 2,231,558 shares of common stock owned by Venrock Associates V, L.P., 189,198 shares of common stock owned by Venrock Partners V, L.P. and 52,431 shares of common stock owned by Venrock Entrepreneurs Fund V, L.P.

(3) This percentage is calculated based (a) 41,685,695 shares of the Issuer's common stock outstanding as of October 31, 2017 as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 1, 2017 and (b) 10,953,750 shares of common stock issued pursuant to an underwritten public offering that closed on December 15, 2017.

7

Introductory Note: This Statement on Schedule 13G/A is filed on behalf of Venrock Associates V, L.P., a limited partnership organized under the laws of the State of Delaware, Venrock Partners V, L.P., a limited partnership organized under the laws of the State of Delaware, Venrock Entrepreneurs Fund V, L.P., a limited partnership organized under the laws of the State of Delaware (collectively, the "Venrock Entities"), as well as Venrock Management V, LLC, a limited liability company organized under the laws of the State of Delaware, Venrock Partners Management V, LLC, a limited liability company organized under the laws of the State of Delaware and VEF Management V, LLC, a limited liability company organized under the laws of the State of Delaware (collectively, the "Venrock GPs") in respect of shares of common stock of Fate Therapeutics, Inc.

### Item 1.

- (a) Name of Issuer Fate Therapeutics, Inc.
- (b) Address of Issuer's Principal Executive Offices 3535 General Atomics Court, Suite 200 San Diego, California 92121

### Item 2.

(a) Name of Person Filing Venrock Associates V, L.P. Venrock Partners V, L.P. Venrock Entrepreneurs Fund V, L.P. Venrock Management V, LLC Venrock Partners Management V, LLC VEF Management V, LLC

Address of Principal Business Office or, if none, Residence

Boston Office: New York Office: Palo Alto Office:

530 Fifth Avenue 3340 Hillview Avenue 34 Farnsworth Street

22nd Floor Palo Alto, CA 94304 3rd Floor

New York, NY 10036 Boston, MA 02210

> (c) Citizenship

(b)

Each of the Venrock Entities are limited partnerships organized in the State of Delaware. Each of the Venrock GPs are limited liability companies organized in the State of Delaware.

(d) Title of Class of Securities

Common Stock

**CUSIP** Number (e) 31189P102

#### Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable

8

### Item 4. **Ownership**

(a) Amount beneficially owned as of December 31, 2017:

Venrock Associates V, L.P.	2,473,187(1)
Venrock Partners V, L.P.	2,473,187(1)
Venrock Entrepreneurs Fund V, L.P.	2,473,187(1)
Venrock Management V, LLC	2,473,187(1)
Venrock Partners Management V, LLC	2,473,187(1)
VEF Management V, LLC	2,473,187(1)

(b) Percent of class as of December 31, 2017:

Venrock Associates V, L.P.	4.7%
Venrock Partners V, L.P.	4.7%
Venrock Entrepreneurs Fund V, L.P.	4.7%
Venrock Management V, LLC	4.7%
Venrock Partners Management V, LLC	4.7%
VEF Management V. LLC	4.7%

- (c) Number of shares as to which the person has, as of December 31, 2017:
  - (i) Sole power to vote or to direct the vote

Venrock Associates V, L.P.	0
Venrock Partners V, L.P.	0
Venrock Entrepreneurs Fund V, L.P.	0
Venrock Management V, LLC	0
Venrock Partners Management V, LLC	0
VEF Management V. LLC	0

(ii) Shared power to vote or to direct the vote

Venrock Associates V, L.P.	2,473,187(1)
Venrock Partners V, L.P.	2,473,187(1)
Venrock Entrepreneurs Fund V, L.P.	2,473,187(1)
Venrock Management V, LLC	2,473,187(1)
Venrock Partners Management V, LLC	2,473,187(1)
VEF Management V, LLC	2,473,187(1)

(iii) Sole power to dispose or to direct the disposition of

Venrock Associates V, L.P.	0
Venrock Partners V, L.P.	0
Venrock Entrepreneurs Fund V, L.P.	0
Venrock Management V, LLC	0

	U
VEF Management V, LLC	0

(iv) Shared power to dispose or to direct the disposition of

Venrock Associates V, L.P.	2,473,187(1)
Venrock Partners V, L.P.	2,473,187(1)
Venrock Entrepreneurs Fund V, L.P.	2,473,187(1)
Venrock Management V, LLC	2,473,187(1)
Venrock Partners Management V, LLC	2,473,187(1)
VEF Management V, LLC	2,473,187(1)

9

## Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following x.

### Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

# Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable

### Item 8. Identification and Classification of Members of the Group

Not Applicable

### Item 9. Notice of Dissolution of a Group

Not Applicable

10

### Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

### **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: February 13, 2018

### Venrock Associates V, L.P.

By: Venrock Management V, LLC,

its General Partner

Venrock Management V, LLC

By: /s/ David L. Stepp

Name: David L. Stepp Title: Authorized Signatory

By: /s/ David L. Stepp

Name: David L. Stepp Title: Authorized Signatory

<sup>(1)</sup> These shares are owned directly as follows: 2,231,558 shares of common stock are owned by Venrock Associates V, L.P., 189,198 shares of common stock are owned by Venrock Entrepreneurs Fund V, L.P. Venrock Management V, LLC is the general partner of Venrock Associates V, L.P.; Venrock Partners Management V, LLC is the general partner of Venrock Partners V, L.P.; and VEF Management V, LLC is the general partner of Venrock Entrepreneurs Fund V, L.P.

Venrock Partners Management V, LLC, /s/ David L. Stepp its General Partner Name: David L. Stepp Title: Authorized Signatory By: /s/ David L. Stepp Name: David L. Stepp Title: Authorized Signatory Venrock Entrepreneurs Fund V, L.P. VEF Management V, LLC By: VEF Management V, LLC, /s/ David L. Stepp its General Partner Name: David L. Stepp Title: Authorized Signatory /s/ David L. Stepp Name: David L. Stepp Title: Authorized Signatory 11

### **EXHIBITS**

A: Joint Filing Agreement (Incorporated by reference to Exhibit A to Schedule 13G filed October 11, 2013).