

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Chu Yu-Waye</u>  (Last) (First) (Middle) <u>C/O FATE THERAPEUTICS, INC.</u> <u>12278 SCRIPPS SUMMIT DRIVE</u>  (Street) <u>SAN DIEGO CA 92131</u>  (City) (State) (Zip)	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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior VP Clinical Development</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/10/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

**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	12/10/2021		M <sup>(1)</sup>		7,500	A	\$16.32	133,258	D	
Common Stock	12/10/2021		S <sup>(1)</sup>		2,097	D	\$49.32 <sup>(2)</sup>	131,161	D	
Common Stock	12/10/2021		S <sup>(1)</sup>		900	D	\$50.42 <sup>(3)</sup>	130,261	D	
Common Stock	12/10/2021		S <sup>(1)</sup>		1,045	D	\$51.08 <sup>(4)</sup>	129,216	D	
Common Stock	12/10/2021		S <sup>(1)</sup>		1,822	D	\$52.37 <sup>(5)</sup>	127,394	D	
Common Stock	12/10/2021		S <sup>(1)</sup>		1,031	D	\$53.66 <sup>(6)</sup>	126,363	D	
Common Stock	12/10/2021		S <sup>(1)</sup>		600	D	\$54.58 <sup>(7)</sup>	126,763	D	
Common Stock	12/10/2021		S <sup>(1)</sup>		5	D	\$55.54	125,758	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)	\$16.32	12/10/2021		M <sup>(1)</sup>			7,500	(8)	04/15/2029	Common Stock	7,500	\$0.00	105,000	D	

**Explanation of Responses:**

- This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 9, 2020.
- Represents the weighted average sale price of the shares sold ranging from \$48.95 to \$49.87 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 within the ranges set forth in footnotes 2 through 7.
- Represents the weighted average sale price of the shares sold ranging from \$49.96 to \$50.89 per share.
- Represents the weighted average sale price of the shares sold ranging from \$50.96 to \$51.22 per share.
- Represents the weighted average sale price of the shares sold ranging from \$52.09 to \$52.87 per share.
- Represents the weighted average sale price of the shares sold ranging from \$53.10 to \$54.02 per share.
- Represents the weighted average sale price of the shares sold ranging from \$54.33 to \$54.98 per share.
- The option shall vest as to 25% of the underlying shares on April 15, 2020 and thereafter on a monthly basis for 36 additional months, subject to the Reporting Person's continuous service to the Issuer as of each such vesting date

**Remarks:**

/s/ Cindy Tahl, as Attorney-in-Fact 12/13/2021

\*\* 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.