

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Redmile Group, LLC</u> <hr/> (Last) (First) (Middle) ONE LETTERMAN DRIVE, BUILDING D SUITE D3-300 <hr/> (Street) SAN FRANCISCO CA 94129 <hr/> (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/26/2023	
	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 <input type="checkbox"/> Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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	12/26/2023		J ⁽¹⁾		1,655,370	D	\$3.72	13,135,758	I	See footnote ⁽²⁾
Common Stock	12/26/2023		J ⁽¹⁾		1,655,370	A	\$3.72	13,135,758	I	See footnote ⁽²⁾
Common Stock	12/26/2023		P		44,630	A	\$3.72	13,180,388	I	See footnote ⁽²⁾

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)		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)					

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

 (Last) (First) (Middle)
 ONE LETTERMAN DRIVE, BUILDING D SUITE D3-300

 (Street)
 SAN FRANCISCO CA 94129

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Green Jeremy

 (Last) (First) (Middle)
 C/O REDMILE GROUP, LLC (NY OFFICE)
 45 W. 27TH STREET, FLOOR 11

 (Street)
 NEW YORK NY 10001

 (City) (State) (Zip)

(City)

(State)

(Zip)

Explanation of Responses:

1. On December 26, 2023, certain private investment vehicles managed by Redmile (the "Redmile Funds") engaged in cross trades with respect to their Common Stock. The reported transactions occurred simultaneously at the market close, at which time the price per share of the Common Stock was \$3.72, and therefore the reported transactions resulted in no profit to Redmile or Jeremy Green and resulted in no change in either of their aggregate beneficial ownership.

2. The securities reported herein are directly owned by the Redmile Funds, none of which individually is a 10% owner. The reported securities may be deemed beneficially owned by Redmile as investment manager of the Redmile Funds and by Jeremy Green as the managing principal of Redmile. Each of Redmile and Mr. Green (the "Reporting Persons") disclaims beneficial ownership of the reported securities except to the extent of their pecuniary interest therein. This report shall not be deemed an admission that the Reporting Persons are a beneficial owners of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Remarks:

Mr. Michael Lee, a member of the board of directors of the Issuer and a managing director of Redmile, was elected to the board of the Issuer as a representative of Redmile and its affiliates. As a result, the Reporting Persons are directors by deputization for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.

[By: /s/ Jeremy Green,](#)
[Managing Member of](#) [12/28/2023](#)
[Redmile Group, LLC](#)

[/s/ Jeremy Green](#) [12/28/2023](#)

** 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.