

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

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

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

1. Name and Address of Reporting Person* <u>RASTETTER WILLIAM H</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)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/09/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 <sup>(1)</sup>	06/09/2022		A		8,650	A	\$0.00	11,331	D	
Common Stock								146,821	I	By The Rastetter Family Trust, dated 09/02/10 <sup>(2)</sup>
Common Stock								459,272	I	By The Investment 2002 Trust, dated 11/11/02 <sup>(3)</sup>

**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)	\$23.48	06/09/2022		A		11,893		(4)	06/09/2032	Common Stock	11,893	\$0.00	11,893	D	

**Explanation of Responses:**

- Award of restricted stock units that vest in full on the earlier of (i) June 9, 2023 or (ii) the date of the Issuer's 2023 Annual Meeting of Stockholders, subject to the Reporting Person's continued service on the Issuer's Board of Directors.
- These shares are owned of record by The Rastetter Family Trust, dated September 2, 2010 for which William H. Rastetter and Marisa Gard Rastetter serve as co-trustees.
- These shares are owned of record by The Investment Trust, dated November 11, 2002, for which William H. Rastetter is the sole trustee and owner.
- The shares subject to this option shall vest and become exercisable on the earlier of (i) June 9, 2023 or (ii) the date of the Issuer's 2023 Annual Meeting of Stockholders, subject to the Reporting Person's continued service on the Issuer's Board of Directors.

**Remarks:**

/s/ Cindy Tahl, as Attorney-in-Fact 06/13/2022

\*\* 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.