

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>TAHL CINDY</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 <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/> <u>General Counsel and Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/03/2022</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	01/03/2022		M <sup>(1)</sup>		50,000	A	\$6.55	219,006	D	
Common Stock	01/03/2022		S <sup>(1)</sup>		4,427	D	\$57.76 <sup>(2)</sup>	214,579	D	
Common Stock	01/03/2022		S <sup>(1)</sup>		16,900	D	\$58.84 <sup>(3)</sup>	197,679	D	
Common Stock	01/03/2022		S <sup>(1)</sup>		27,812	D	\$59.86 <sup>(4)</sup>	169,867	D	
Common Stock	01/03/2022		S <sup>(1)</sup>		861	D	\$60.31 <sup>(5)</sup>	169,006	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		Date Exercisable	Expiration Date						Amount or Number of Shares
Stock Option (Right to Buy)	\$6.55	01/03/2022		M <sup>(1)</sup>		50,000	(6)	01/16/2028	Common Stock	50,000	\$0.00	66,643	D	

**Explanation of Responses:**

- This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on January 8, 2021.
- Represents the weighted average sale price of the shares sold ranging from \$57.26 to \$58.18 to 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 5.
- Represents the weighted average sale price of the shares sold ranging from \$58.26 to \$59.25 per share.
- Represents the weighted average sale price of the shares sold ranging from \$59.30 to \$60.29 per share.
- Represents the weighted average sale price of the shares sold ranging from \$60.30 to \$60.33 per share.
- This option is fully vested.

**Remarks:**

/s/ Cindy Tahl

01/04/2022

\*\* 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.