

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>Wolchko J Scott</u>  (Last) (First) (Middle) C/O FATE THERAPEUTICS, INC.;; 3535 GENERAL ATOMICS COURT #200  (Street) SAN DIEGO CA 92121  (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 04/22/2021	
	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	04/22/2021		M <sup>(1)</sup>		30,000	A	\$2.73	423,793	D	
Common stock	04/22/2021		S <sup>(1)</sup>		30,000	D	\$85.5404	393,793	D	
Common stock	04/23/2021		M <sup>(1)</sup>		10,000	A	\$2.73	403,793	D	
Common stock	04/23/2021		M <sup>(1)</sup>		14,846	A	\$6.62	418,639	D	
Common stock	04/23/2021		M <sup>(1)</sup>		5,154	A	\$4.835	423,793	D	
Common stock	04/23/2021		S <sup>(1)</sup>		30,000	D	\$85.2428	393,793	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)	\$2.73	04/22/2021		M <sup>(1)</sup>			30,000	(2)	01/03/2027	Common Stock	30,000	(3)	140,000	D	
Stock Option (right to buy)	\$2.73	04/23/2021		M <sup>(1)</sup>			10,000	(2)	01/03/2027	Common Stock	10,000	(3)	130,000	D	
Stock Option (right to buy)	\$6.62	04/23/2021		M <sup>(1)</sup>			14,846	(2)	01/08/2024	Common Stock	14,846	(3)	0	D	
Stock Option (right to buy)	\$4.835	04/23/2021		M <sup>(1)</sup>			5,154	(2)	01/04/2025	Common Stock	5,154	(3)	64,846	D	

**Explanation of Responses:**

- 1. This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 10, 2020.
- 2. This option is fully vested.
- 3. Not applicable.

**Remarks:**

/s/ Cindy R. Tahl, as Attorney-in-Fact 04/26/2021

\*\* 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.