
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): June 2, 2021

FATE THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36076
(Commission
File Number)

65-1311552
(I.R.S. Employer
Identification No.)

**3535 General Atomics Court, Suite 200
San Diego, CA 92121**
(Address of principal executive offices, including zip code)

(858) 875-1800
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$.001 par value	FATE	Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03 Amendments to Articles of Incorporation or Bylaws.

On June 2, 2021, the stockholders of Fate Therapeutics, Inc. (the “Company”) approved an amendment to the Company’s Amended and Restated Certificate of Incorporation to increase the number of authorized shares of the Company’s common stock, par value \$0.001 per share (“Common Stock”), from 150,000,000 shares to 250,000,000 shares. A copy of the Certificate of Amendment to the Company’s Amended and Restated Certificate of Incorporation reflecting the foregoing amendment filed with the Secretary of State of the State of Delaware is attached hereto as Exhibit 3.1.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The following proposals were submitted to the stockholders at the 2021 Annual Meeting of Stockholders of the Company held on June 2, 2021:

- (i) The election of three Class II Directors, as nominated by the Board of Directors, to hold office until the 2024 Annual Meeting of Stockholders or until their successors are duly elected and qualified;
- (ii) The ratification of the appointment of Ernst & Young LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2021;
- (iii) A non-binding advisory vote to approve the compensation of the Company’s named executive officers as set forth in the Company’s Proxy Statement filed with the Securities and Exchange Commission on April 21, 2021 (the “Proxy Statement”); and
- (iv) To amend and restate the Company’s Amended and Restated Certificate of Incorporation to increase the authorized number of shares of common stock from 150,000,000 to 250,000,000.

The proposals are described in detail in the Proxy Statement.

The number of shares of common stock entitled to vote at the annual meeting was 93,892,256. The number of shares of common stock present or represented by valid proxy at the annual meeting was 82,917,534. All matters submitted to a vote of the Company’s stockholders at the annual meeting were approved and all director nominees were elected.

The number of votes cast for and against and the number of abstentions and broker non-votes with respect to each matter voted upon are set forth below:

(a) Election of Class II Directors.

<u>Director Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>
Robert Hershberg, M.D., Ph.D.	75,572,471	1,592,200
William H. Rastetter, Ph.D.	73,277,660	3,887,011
Michael Lee	76,997,343	167,328

There were 5,752,863 broker non-votes regarding the election of directors.

(b) Ratification of Auditors.

Stockholders ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2021. The results of the voting included 82,787,306 votes for, 104,207 votes against, and 26,021 votes abstained.

There were zero broker non-votes regarding this proposal.

(c) Non-binding Advisory Vote on Compensation of Named Executive Officers.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>
75,621,321	1,509,267	34,083

There were 5,752,863 broker non-votes regarding this proposal.

(d) Amendment to the Company's Amended and Restated Certificate of Incorporation.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>
80,381,995	2,442,376	93,163

There were zero broker non-votes regarding this proposal.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to Amended and Restated Certificate of Incorporation of Fate Therapeutics, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 7, 2021

Fate Therapeutics, Inc.

By: /s/ J. Scott Wolchko
J. Scott Wolchko
President and Chief Executive Officer

**CERTIFICATE OF AMENDMENT TO
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
FATE THERAPEUTICS, INC.**

Fate Therapeutics, Inc. (the “**Corporation**”), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

1. That the Board of Directors of the Corporation has duly adopted resolutions pursuant to Section 242 of the General Corporation Law of the State of Delaware setting forth a proposed amendment to the existing Amended and Restated Certificate of Incorporation of the Corporation (the “**Certificate of Incorporation**”), and declaring said amendment to be advisable. This amendment amends the Certificate of Incorporation as follows:

The first paragraph of Article FOURTH of the Certificate of Incorporation be amended and restated in its entirety to read as follows:

“The total number of shares of capital stock which the Corporation shall have authority to issue is two hundred fifty-five million (255,000,000), of which (i) two hundred fifty million (250,000,000) shares shall be a class designated as common stock, par value \$0.001 per share (the “**Common Stock**”), and (ii) five million (5,000,000) shares shall be a class designated as undesignated preferred stock, par value \$0.001 per share (the “**Undesignated Preferred Stock**”).”

2. That the requisite stockholders of the Corporation have duly approved said proposed amendment by written consent in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware.

* * *

IN WITNESS WHEREOF, the undersigned authorized officer of the Corporation has executed this Certificate of Amendment to Amended and Restated Certificate of Incorporation as of June 3, 2021.

FATE THERAPEUTICS, INC.

By: /s/ J. Scott Wolchko

Name: J. Scott Wolchko

Title: President and Chief Executive Officer

[Signature Page to Certificate of Amendment]