

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

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

1. Name and Address of Reporting Person* <u>TAHL CINDY</u> (Last) (First) (Middle) <u>C/O FATE THERAPEUTICS, INC.;</u> <u>3535 GENERAL ATOMICS COURT #200</u> (Street) <u>SAN DIEGO CA 92121</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>General Counsel and Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/07/2019</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	01/07/2019		M ⁽¹⁾		2,008	A	\$1.37	47,426	D	
Common Stock	01/07/2019		M ⁽¹⁾		2,080	A	\$1.69	49,506	D	
Common Stock	01/07/2019		M ⁽¹⁾		8,461	A	\$1.69	57,967	D	
Common Stock	01/07/2019		M ⁽¹⁾		12,451	A	\$2.9	70,418	D	
Common Stock	01/07/2019		S ⁽¹⁾		25,000	D	\$16	45,418	D	
Common Stock ⁽²⁾	01/07/2019		A		45,000	A	\$0.00	90,418	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)	\$1.37	01/07/2019		M ⁽¹⁾			2,008	(3)	01/14/2023	Common Stock	2,008	(4)	0	D	
Stock Option (right to buy)	\$1.69	01/07/2019		M ⁽¹⁾			2,080	(3)	02/10/2020	Common Stock	2,080	(4)	0	D	
Stock Option (right to buy)	\$1.69	01/07/2019		M ⁽¹⁾			8,461	(3)	03/11/2021	Common Stock	8,461	(4)	0	D	
Stock Option (right to buy)	\$2.9	01/07/2019		M ⁽¹⁾			12,451	(5)	01/07/2026	Common Stock	12,451	(4)	123,149	D	
Stock Option (right to buy)	\$16.55	01/07/2019		A		135,000		(6)	01/06/2029	Common Stock	135,000	(4)	135,000	D	

Explanation of Responses:

- This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 20, 2018.
- Award of Restricted Stock Units that vests with respect to 1/3 of the underlying shares on each of January 7, 2020, January 7, 2021, and January 7, 2022. This grant is subject to an accelerated vesting upon a change of control of the Issuer and in the event of termination of employment under certain circumstances following a change of control of the Issuer.
- This option is fully vested.
- Not applicable.
- The shares subject to this option shall vest and become exercisable in 48 equal monthly installments beginning on February 8, 2016 such that this option is fully exercisable on January 8, 2020.
- The shares subject to this option shall vest and become exercisable in 48 equal monthly installments beginning on February 1, 2019 such that this option is fully exercisable on January 1, 2023.

Remarks:

/s/ Cindy R. Tahl 01/09/2019

** Signature of Reporting Person Date

* 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.