

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>			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>		
(Last) (First) (Middle) <u>C/O FATE THERAPEUTICS, INC.;</u> <u>3535 GENERAL ATOMICS COURT #200</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>11/12/2020</u>			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		
(Street) <u>SAN DIEGO CA 92121</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(City) (State) (Zip)								

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	11/12/2020		M <sup>(1)</sup>		30,000	A	\$2.73	449,969	D	
Common stock	11/12/2020		S <sup>(1)</sup>		15,202	D	\$51.6066 <sup>(2)</sup>	434,767	D	
Common stock	11/12/2020		S <sup>(1)</sup>		2,088	D	\$52.6635 <sup>(3)</sup>	432,679	D	
Common stock	11/12/2020		S <sup>(1)</sup>		10,846	D	\$53.9835 <sup>(4)</sup>	421,833	D	
Common stock	11/12/2020		S <sup>(1)</sup>		1,864	D	\$54.4708 <sup>(5)</sup>	419,969	D	
Common Stock	11/13/2020		M <sup>(1)</sup>		10,000	A	\$2.73	429,969	D	
Common stock	11/13/2020		S <sup>(1)</sup>		10,000	D	\$51.03	419,969	D	
Common stock	11/13/2020		M <sup>(1)</sup>		9,846	A	\$7.87	429,815	D	
Common stock	11/13/2020		S <sup>(1)</sup>		9,846	D	\$51.03	419,969	D	
Common stock	11/13/2020		M <sup>(1)</sup>		10,154	A	\$6.62	430,123	D	
Common stock	11/13/2020		S <sup>(1)</sup>		10,154	D	\$51.03	419,969	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	11/12/2020		M <sup>(1)</sup>			30,000	(6)	01/03/2027	Common Stock	30,000	(7)	220,000	D	
Stock Option (right to buy)	\$2.73	11/13/2020		M <sup>(1)</sup>			10,000	(6)	01/03/2027	Common Stock	10,000	(7)	210,000	D	
Stock Option (right to buy)	\$7.87	11/13/2020		M <sup>(1)</sup>			9,846	(8)	08/11/2023	Common Stock	9,846	(7)	0	D	
Stock Option (right to buy)	\$6.62	11/13/2020		M <sup>(1)</sup>			10,154	(8)	01/08/2024	Common Stock	10,154	(7)	74,846	D	

Explanation of Responses:

- This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 10, 2020.
- Represents the weighted average sale price of the shares sold ranging from \$51.14 to \$52.13 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.
- Represents the weighted average sale price of the shares sold ranging from \$52.15 to \$53.13 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.
- Represents the weighted average sale price of the shares sold ranging from \$53.35 to \$54.34 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.
- Represents the weighted average sale price of the shares sold ranging from \$54.35 to \$54.55 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.

6. The shares subject to this option shall vest and become exercisable in 48 monthly installments beginning on February 4, 2017 such that this options is fully exercisable on January 4, 2021.

7. Not applicable.

8. This option is fully vested.

**Remarks:**

/s/ Cindy R. Tahl, as Attorney-  
in-Fact 11/16/2020

\*\* 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.

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