

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Redmile Group, LLC</u> (Last) (First) (Middle) ONE LETTERMAN DRIVE, BUILDING D SUITE D3-300 (Street) SAN FRANCISCO CA 94129 (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/21/2024	
	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			

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
Pre-Funded Warrants to Purchase Common Stock ⁽¹⁾	\$0.001	03/21/2024		A		3,636,364		03/21/2024	(2)	Common Stock	3,636,364	\$5.499	3,893,674	I	See Footnote ⁽³⁾

1. Name and Address of Reporting Person* <u>Redmile Group, LLC</u> (Last) (First) (Middle) ONE LETTERMAN DRIVE, BUILDING D SUITE D3-300 (Street) SAN FRANCISCO CA 94129 (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Green Jeremy</u> (Last) (First) (Middle) C/O REDMILE GROUP, LLC (NY OFFICE) 45 W. 27TH STREET, FLOOR 11 (Street) NEW YORK NY 10001 (City) (State) (Zip)

Explanation of Responses:

- On March 21, 2024, concurrently with the underwritten public offering of the Issuer's common stock, par value \$0.001 per share (the "Common Stock"), a private investment vehicle managed by Redmile Group, LLC ("Redmile") acquired pre-funded warrants (the "Pre-Funded Warrants") to purchase shares of Common Stock (the "Pre-Funded Warrant Shares") for a purchase price per Pre-Funded Warrant equal to \$5.50, less \$0.001, in a private placement by the Issuer to certain investors pursuant to the terms of a securities purchase agreement, dated as of March 19, 2024 (the "Purchase Agreement").
- The Pre-Funded Warrants are exercisable by the holder at any time on or after the closing date of the Purchase Agreement until fully exercised at an exercise price of \$0.001 per Pre-Funded Warrant Share, subject to a 9.99% beneficial ownership blocker and a limitation on the right of the Issuer to issue the Pre-Funded Warrant Shares if and the extent that such exercise would violate the rules or regulations of Nasdaq Stock Market LLC. The Pre-Funded Warrants have no expiration date.
- The securities reported herein are directly owned by the certain private investment vehicles managed by Redmile, none of which individually is a 10% owner. The reported securities may be deemed beneficially owned by Redmile as investment manager of the private investment vehicles and by Jeremy Green as the managing principal of Redmile. Each of Redmile and Mr. Green (the "Reporting Persons") disclaims beneficial ownership of the reported securities except to the extent of their pecuniary interest therein. This report shall not be deemed an admission that the Reporting Persons are a beneficial owners of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Remarks:

Mr. Michael Lee, a member of the board of directors of the Issuer and a managing director of Redmile, was elected to the board of the Issuer as a representative of Redmile and its affiliates. As a result, the Reporting

By: /s/ Jeremy Green, Managing
Member of Redmile Group, 03/25/2024
LLC

/s/ Jeremy Green 03/25/2024

** 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.