

**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): April 13, 2023**

**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**  
(IRS Employer  
Identification No.)

**12278 Scripps Summit Drive**  
**San Diego, California**  
(Address of Principal Executive Offices)

**92131**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: 858 875-1800**

(Former Name or Former Address, if Changed Since Last Report)

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:**

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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 3.03 Material Modification to Rights of Security Holders.**

The information set forth in Item 5.03 of this Current Report on Form 8-K is hereby incorporated herein by reference.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On April 13, 2023, the Company filed with the office of the Secretary of State of the State of Delaware a Certificate of Amendment (the “Certificate of Amendment”) to Certificate of Designation of Preferences, Rights and Limitations of Class A Convertible Preferred Stock (the “Certificate of Designation”) which amends the definition of “Beneficial Ownership Limitation” to be 14.99% of the number of shares of the Common Stock outstanding immediately after giving effect to the issuance of shares of Common Stock pursuant to a Notice of Conversion (as defined in, and to the extent permitted pursuant to Section 6(c) of, the Certificate of Designation).

The foregoing description of the terms and provisions of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the Certificate of Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
3.1	<a href="#">Certificate of Amendment to Certificate of Designation of Preferences, Rights and Limitation of Class A Convertible Preferred Stock of Fate Therapeutics, Inc.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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.

**Fate Therapeutics, Inc.**

Date: April 19, 2023

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

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**CERTIFICATE OF AMENDMENT TO  
FATE THERAPEUTICS, INC.  
CERTIFICATE OF DESIGNATION OF PREFERENCES,  
RIGHTS AND LIMITATIONS  
OF  
CLASS A CONVERTIBLE PREFERRED STOCK**

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 (the "DGCL"), in accordance with the provisions of Sections 103 and 242 thereof,

**DOES HEREBY CERTIFY:**

1. That the Board of Directors of the Corporation has duly adopted resolutions pursuant to Sections 141(f) and 242 of the DGCL setting forth a proposed amendment to the existing Certificate of Designation of Preferences, Rights and Limitations of Class A Convertible Preferred Stock (the "Class A Preferred Certificate of Designation"), and declaring said amendment to be advisable. This amendment amends the Class A Preferred Certificate of Designation as follows:

The eighth sentence of Section 6(c) of the Class A Preferred Certificate of Designation be amended and restated in its entirety to read as follows:

“The “**Beneficial Ownership Limitation**” shall, effective as of April 13, 2023, be 14.99% of the number of shares of the Common Stock outstanding immediately after giving effect to the issuance of shares of Common Stock pursuant to such Notice of Conversion (to the extent permitted pursuant to this Section 6(c)).”

2. That the requisite stockholders of the Corporation have duly approved said proposed amendment by approval at a special meeting of stockholders in accordance with the DGCL.

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**IN WITNESS WHEREOF**, the undersigned authorized officer of the Corporation has executed this Certificate of Amendment to Certificate of Designation of Preferences, Rights and Limitations of Class A Convertible Preferred Stock as of April 13, 2023.

**FATE THERAPEUTICS, INC.**

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

*[Signature Page to Certificate of Amendment]*

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