| SEC For | rm 4 | | | | | | | | | | | | | | | | | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|--|-------|--------------------------------------|------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------------------|--------------------------------------------------------------------------------------------------|------------------------------------------------------------------|---------------|-----------------------------------------------------|----------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|---------------------------------------|-------------------------------------------------------------------|--|--|
| FORM 4 UNITED ST | | | | O STA | TES S | | ES AN | | | NG | SE CO | OMMI | SSION | | | APPRO | VAI | | |
| Section 16. Form 4 or Form 5 obligations may continue. See | | | | | ed pursuar | TOF CHANGES IN BENEFICIAL OWNE pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 | | | | | | | | OMB Estim | OMB Number: 3235-0287 Estimated average burden hours per response: 0.5 | | | | |
| 1. Name and Address of Reporting Person* <u>TAHL CINDY</u> | | | | | | 2. Issuer Name and Ticker or Trading Symbol <u>FATE THERAPEUTICS INC</u> [FATE] | | | | | | | | of Reportir cable) or · (give title | 10% O | | wner | | |
| (Last) (First) (Middle) C/O FATE THERAPEUTICS, INC.; 3535 GENERAL ATOMICS COURT #200 | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 01/20/2021 | | | | | | | X Officer (give title Other (specify below) below) General Counsel and Secretary | | | | | | |
| (Street) SAN DIEGO CA 92121 | | | | | _ 4. If An | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| (City) (State) (Zip) | | | | | | | | | | | | | | | | | | | |
| Table I - Non-Deriva 1. Title of Security (Instr. 3) 2. Transac Date (Month/Data) | | | | | action | 2A. Deemed Execution Date if any (Month/Day/Yea | , 3. Trans Code | 3. Transaction Code (Instr. | | 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5) | | | or 4 and 5. Amount Securities Beneficiall Owned Fol Reported | | Form: | Direct Indirect tr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | | | | Code | v | Amount | | (A) or (D) | Price | (Instr. 3 | Transaction(s) (Instr. 3 and 4) | | | | | |
| Common stock ⁽¹⁾ 01/20/ | | | | |)/2021 | | A | | 18,01 | .3 | A | A \$0.00 10 | | 3,048 | | 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 D if any (Month/Day/Year) | | | Date, | 4. Transactic Code (Inst 8) | | 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) | curity Securities | | 10. Ownership Form: Direct (D) or Indirect () (Instr. 4) | Beneficial Ownership (Instr. 4) | | | |

Date Exercisable

(2)

Expiration Date

01/20/2031

Title

Common Stock

1. Award of restricted stock units ("RSUs") that vests with respect to the 1/4th of the underlying shares on each of January 8, 2022, January 8, 2023, January 8, 2024, and January 8, 2025. 2. The shares subject to this option shall vest in 48 equal monthly installments beginning on February 1, 2021 such that this option is fully exercisable on January 1, 2025.

Explanation of Responses:

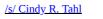
\$109.01

3. Not applicable.

Stock Option (right to

buy)

Remarks:



<u>01/22/2021</u>

(3)

** Signature of Reporting Person

Amount or Number

of Shares

6,851

on Date

6,851

D

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).

01/20/2021

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Code V

A

(A)

6,851

(D)

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.

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