

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

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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) 12/12/2024	
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			
Common Stock	12/12/2024		C ⁽¹⁾		30,110 ⁽²⁾	A	(1)(2)	12,827,946 ⁽⁴⁾	I	See Footnotes ⁽⁵⁾

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
Class A Convertible Preferred Stock	(2)	12/12/2024		C ⁽¹⁾		6,022	(3)	(3)	Common Stock	30,110 ⁽²⁾	(2)	2,755,086	I	See Footnotes ⁽⁵⁾

1. Name and Address of Reporting Person*
Redmile Group, LLC
 (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*
Green Jeremy
 (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:

1. On December 12, 2024, a private investment vehicle managed by Redmile Group, LLC ("Redmile") exercised its conversion right with respect to 6,022 non-voting Class A Convertible Preferred Stock of the Issuer (the "Class A Preferred Stock") held directly by such private investment vehicle.
2. The Class A Preferred Stock is convertible into the Issuer's common stock, \$0.001 par value per share (the "Common Stock"), in accordance with the terms of Issuer's Amended and Restated Certificate of Incorporation and the Issuer's Certificate of Designation of Preferences, Rights and Limitations of Class A Convertible Preferred Stock (as amended and restated, the "Certificate of Designation") at any time and from time to time at the holder's election based on a conversion ratio equal to the Class A Preferred Stock's stated value of \$13.30 divided by its conversion price of \$2.66, which is the equivalent of a one-for-five conversion rate.
3. The Certificate of Designation provides that the holder may not convert any shares of Class A Preferred Stock if, after giving effect to the attempted conversion, the holder and its affiliates would beneficially own in the aggregate more than 14.99% of the number of shares of Common Stock outstanding after giving effect to such attempted conversion, which percentage may be changed at a holder's election upon 61 days' notice to the Issuer. The Class A Preferred Stock has no expiration date.
4. Since the last Form 4 filing by Redmile and Mr. Green, Redmile has ceased serving as the investment adviser to a sub-advised account that held 382,552 shares of the Issuer's Common Shares (such shares, the "Account Shares") and therefore no longer has voting or dispositive power with respect to such shares. Accordingly, the amount of shares beneficially owned by Redmile and Mr. Green as disclosed herein does not include the Account Shares and each of Redmile and Mr. Green disclaims beneficial ownership of the Account Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
5. The securities reported herein are directly owned by private investment vehicles managed by Redmile. The reported securities may be deemed beneficially owned by Redmile as investment manager of such private investment vehicles and by Jeremy Green as the 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, if any. This report shall not be deemed an admission that the Reporting Persons are a beneficial owner 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 Persons are directors by deputization for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.

By: /s/ Jeremy Green,
Managing Member of Redmile 12/16/2024
Group, LLC

/s/ Jeremy Green 12/16/2024

** 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.