

FATE THERAPEUTICS INC  
Form 8-K  
May 21, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **May 18, 2015**

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**FATE THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-36076**  
(Commission  
File Number)

**65-1311552**  
(I.R.S. Employer  
Identification No.)

**3535 General Atomics Court, Suite 200**

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**San Diego, CA 92121**

(Address of principal executive offices, including zip code)

**(858) 875-1800**

(Registrant's telephone number, including area code)

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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 (see General Instruction A.2. below):

- 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))
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**Item 1.01 Entry Into a Material Definitive Agreement.**

On May 20, 2015, Fate Therapeutics, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Leerink Partners LLC and BMO Capital Markets Corp., as representatives of the several underwriters named therein (the Underwriters), relating to the underwritten public offering of 6,000,000 shares of the Company's common stock, par value \$0.001 per share (the Offering). The price to the public in the Offering was \$5.00 per share. The net proceeds to the Company from the Offering are expected to be approximately \$27.7 million, after deducting underwriting discounts and commissions and other estimated offering expenses payable by the Company. The Offering is scheduled to close on or about May 27, 2015, subject to customary closing conditions. In addition, under the terms of the Underwriting Agreement, the Company granted the Underwriters an option, exercisable for 30 days, to purchase up to 900,000 additional shares of common stock.

The Underwriting Agreement contains customary representations, warranties and agreements by the Company, customary conditions to closing, indemnification obligations of the Company and the Underwriters, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions.

The Offering was made pursuant to the Company's effective registration statement on Form S-3 (Registration Statement No. 333-199107) previously filed with the Securities and Exchange Commission (SEC) and a related prospectus supplement and accompanying prospectus. The Underwriting Agreement is filed as Exhibit 1.1 to this report and is incorporated herein by reference. The foregoing description of the terms of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to such exhibit. A copy of the opinion of Goodwin Procter LLP relating to the legality of the issuance and sale of the shares in the Offering is attached as Exhibit 5.1 hereto.

**Item 8.01 Other Events.**

On May 18, 2015, the Company issued a press release announcing that it had commenced the Offering. On May 20, 2015, the Company issued a press release announcing that it had priced the Offering. Copies of these press releases are attached as Exhibits 99.1 and 99.2 hereto, respectively, and the information contained therein is incorporated herein by reference.

This report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding Fate Therapeutics' expectations with respect to the Offering, including its ability to complete the Offering and its expected and intended use of proceeds from the Offering. These and any other forward-looking statements in this report are based on management's current expectations of future events and are subject to a number of risks and uncertainties that could cause actual results to differ materially and adversely from those set forth in or implied by such forward-looking statements. These risks and uncertainties include, but are not limited to, the risks and uncertainties associated with market conditions and the satisfaction of customary closing conditions related to the proposed offering, as well as risks and uncertainties detailed in the Company's periodic filings with the Securities and Exchange Commission, including but not limited to the Company's Form 10-Q for the quarter ended March 31, 2015, and from time to time the Company's other investor communications. Fate Therapeutics is providing the information in this report as of this date and does not undertake any obligation to update any forward-looking statements contained in this report as a result of new information, future events or otherwise, except to the extent required by law.

**Item 9.01 Financial Statements and Exhibits.**

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*(d) Exhibits*

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated May 20, 2015.
5.1	Opinion of Goodwin Procter LLP.
23.1	Consent of Goodwin Procter LLP (included in Exhibit 5.1).
99.1	Press release, dated May 18, 2015.
99.2	Press release, dated May 20, 2015.

**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.

Date: May 21, 2015

Fate Therapeutics, Inc.

By:

/s/ J. Scott Wolchko  
J. Scott Wolchko  
Chief Financial Officer and Chief Operating Officer

**EXHIBIT INDEX**

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