

Wolchko J Scott  
Form 4  
April 19, 2019

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Wolchko J Scott

(Last) (First) (Middle)

C/O FATE THERAPEUTICS,  
INC., 3535 GENERAL ATOMICS  
COURT #200

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
FATE THERAPEUTICS INC  
[FATE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/17/2019

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
President and CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**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)
Common Stock	04/17/2019		M <sup>(1)</sup>	1,092 A	\$ 1.63 375,973	D	
Common Stock	04/17/2019		S <sup>(1)</sup>	1,092 D	\$ 16.1062 374,881	D	
Common Stock	04/17/2019		M <sup>(1)</sup>	7,449 A	\$ 1.63 382,330	D	
Common Stock	04/17/2019		S <sup>(1)</sup>	7,449 D	\$ 16.1826 374,881	D	

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Common Stock	04/18/2019	M <sup>(1)</sup>	6,843	A	<sup>(3)</sup> \$ 1.63	381,724	D
Common Stock	04/18/2019	S <sup>(1)</sup>	6,843	D	\$ 16.014 <sup>(4)</sup>	374,881	D
Common Stock	04/18/2019	M <sup>(1)</sup>	4,616	A	\$ 1.63	379,497	D
Common Stock	04/18/2019	S <sup>(1)</sup>	4,616	D	\$ 16.015 <sup>(4)</sup>	374,881	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Stock Option (right to buy)	\$ 1.63	04/17/2019		M <sup>(1)</sup>	1,092	<sup>(5)</sup> 02/08/2022	Common Stock	1,092
Stock Option (right to buy)	\$ 1.63	04/17/2019		M <sup>(1)</sup>	7,449	<sup>(7)</sup> 02/08/2022	Common Stock	7,449
Stock Option (right to buy)	\$ 1.63	04/18/2019		M <sup>(1)</sup>	6,843	<sup>(5)</sup> 02/08/2022	Common Stock	6,843
Stock Option (right to buy)	\$ 1.63	04/18/2019		M <sup>(1)</sup>	4,616	<sup>(7)</sup> 02/08/2022	Common Stock	4,616

buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wolchko J Scott C/O FATE THERAPEUTICS, INC.; 3535 GENERAL ATOMICS COURT #200 SAN DIEGO, CA 92121	X		President and CEO	

## Signatures

/s/ Cindy R. Tahl, as  
Attorney-in-Fact

04/19/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 20, 2018.  
Represents the weighted average sale price of the shares sold ranging from \$16.00 to \$16.73 per share. The Reporting Person will
- (2) provide, upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each price.  
Represents the weighted average sale price of the shares sold ranging from \$16.00 to \$16.84 per share. The Reporting person will
- (3) provide, upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each price.  
Represents the weighted average sale price of the shares sold ranging from \$16.00 to \$16.04 per share. The Reporting person will
- (4) provide, upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each price.
- (5) The shares subject to this option became fully vested and exercisable on May 30, 2015.
- (6) Not applicable.
- (7) The shares subject to this option became fully vested and exercisable on October 4, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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