

FATE THERAPEUTICS INC  
 Form 3  
 September 30, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person * Â RASTETTER WILLIAM H (Last) (First) (Middle)  C/O FATE THERAPEUTICS, INC., Â 3535 GENERAL ATOMICS COURT, SUITE 200 (Street)  SAN DIEGO, Â CA Â 92121 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/30/2013	3. Issuer Name and Ticker or Trading Symbol FATE THERAPEUTICS INC [FATE]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	118,360 <sup>(1)</sup>	I	By The Rastetter Family Trust, dated September 2, 2010

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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 control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)
Stock Option (right to buy)	Â (2)	02/05/2023	Common Stock	28,461	\$ 1.37	D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RASTETTER WILLIAM H C/O FATE THERAPEUTICS, INC. 3535 GENERAL ATOMICS COURT, SUITE 200 SAN DIEGO, CA 92121	Â X	Â	Â	Â

## Signatures

/s/ William H. Rastetter 09/30/2013

Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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).

- These shares are owned of record by The Rastetter Family Trust, dated September 2, 2010 for which William H. Rastetter and Marisa Gard Rastetter serve as co-trustees. The shares are subject to a right of repurchase held by the Issuer, which will lapse according to the following schedule: the right of repurchase shall lapse in 48 equal monthly installments beginning on December 9, 2011, such that the Issuer's repurchase right will have lapsed in full on November 9, 2015. The right of repurchase will lapse in full upon a change in control of the Issuer.
- (1) following schedule: the right of repurchase shall lapse in 48 equal monthly installments beginning on December 9, 2011, such that the Issuer's repurchase right will have lapsed in full on November 9, 2015. The right of repurchase will lapse in full upon a change in control of the Issuer.
- (2) The shares subject to this option shall vest and become exercisable upon achievement of certain performance based milestones.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.