

FATE THERAPEUTICS INC  
Form 4  
October 07, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
OVP VENTURE PARTNERS VII LP

(Last) (First) (Middle)

C/O OVP VENTURE PARTNERS, 1616 EASTLAKE AVE. E., SUITE 208

(Street)

SEATTLE, WA 98102

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
10/04/2013

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)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/04/2013		C		669,955	A	①
Common Stock	10/04/2013		C		702,387	A	②
Common Stock	10/04/2013		C		4,723	A	①
Common Stock	10/04/2013		C		4,951	A	②
					669,955	D	(3)
					1,372,342	D	(3)
					1,377,065	I	By OVP VII Entrepreneurs Fund, L.P. (4)
					1,382,016	I	By OVP VII Entrepreneurs

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Common Stock	10/04/2013	J <sup>(5)</sup>	116,629	A	\$ 6	1,498,645	D <sup>(3)</sup>	Fund, L.P. <sup>(4)</sup>
Common Stock	10/04/2013	J <sup>(5)</sup>	822	A	\$ 6	1,499,467	I	By OVP VII Entrepreneurs Fund, L.P. <sup>(4)</sup>

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

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(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 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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series A Convertible Preferred Stock	<u>(1)</u>	10/04/2013		C	174,982	<u>(1)</u> <u>(1)</u>	Common Stock 174,982
Series A Convertible Preferred Stock	<u>(1)</u>	10/04/2013		C	1,234	<u>(1)</u> <u>(1)</u>	Common Stock 1,234
Series B Convertible Preferred Stock	<u>(2)</u>	10/04/2013		C	611,077	<u>(2)</u> <u>(2)</u>	Common Stock 702,387
Series B Convertible Preferred Stock	<u>(2)</u>	10/04/2013		C	4,308	<u>(2)</u> <u>(2)</u>	Common Stock 4,951
Series C Convertible Preferred Stock	<u>(1)</u>	10/04/2013		C	494,973	<u>(1)</u> <u>(1)</u>	Common Stock 494,973
Series C	<u>(1)</u>	10/04/2013		C	3,489	<u>(1)</u> <u>(1)</u>	Common 3,489

Convertible  
Preferred  
Stock

Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OVP VENTURE PARTNERS VII LP C/O OVP VENTURE PARTNERS 1616 EASTLAKE AVE. E., SUITE 208 SEATTLE, WA 98102		X		
OVP VII ENTREPRENEURS FUND LP C/O OVP VENTURE PARTNERS 1616 EASTLAKE AVE. E., SUITE 208 SEATTLE, WA 98102		X		

## Signatures

/s/ Charles P. Waite, Jr., Managing Member, OVP Venture Partners VII, L.P. and OVP VII  
Entrepreneurs Fund, L.P.

10/04/2013

\_\_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) The aggregate number of shares of Issuer's Preferred Stock held by the Reporting Persons converted into Common Stock immediately prior to the closing of the Issuer's initial public offering and has no expiration date. These shares converted into Common Stock on a 1-for-1 basis.
- (2) The aggregate number of shares of Issuer's Preferred Stock held by the Reporting Persons converted into Common Stock immediately prior to the closing of the Issuer's initial public offering and has no expiration date. These shares converted into Common Stock on approximately a 1-for-1.15 basis.
- (3) These shares are owned directly by OVP Partners VII, L.P., whose sole general partner is OVMC VII, LLC ("OVMC"). The Reporting Person and OVMC each disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.
- (4) These shares are owned directly by OVP VII Entrepreneurs Fund, L.P., whose sole general partner is OVMC. The Reporting Person and OVMC each disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.
- (5) The shares were acquired upon conversion of a convertible promissory note exempt from the definition of a derivative security because the conversion price did not become fixed until automatic conversion at the time of the closing of the Issuer's initial public offering.

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.