

Green Jeremy
Form 4
August 02, 2018

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Redmile Group, LLC

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE LETTERMAN DRIVE,
BUILDING D, SUITE D3-300

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/31/2018

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

SAN FRANCISCO, CA 94129

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

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

(City) (State) (Zip)

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	(D)	Price

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

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information contained in this form are not
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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		S	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 8.93	07/31/2018	A		24,000		<u>(1)</u>	07/31/2028	Common Stock	24,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Redmile Group, LLC ONE LETTERMAN DRIVE, BUILDING D SUITE D3-300 SAN FRANCISCO, CA 94129	X	X		
Green Jeremy C/O REDMILE GROUP, LLC ONE LETTERMAN DR., BLDG. D, SUITE D3-300 SAN FRANCISCO, CA 94129	X	X		

Signatures

/s/ Jeremy Green, Managing Member of Redmile Group,
LLC

08/02/2018

****Signature of Reporting Person**

Date _____

/s/ Jeremy Green 08/02/2018

 **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 shares subject to the stock option will vest in equal monthly installments during the 36 months following the grant date, subject to Michael Lee's continued service on the Board of Directors of the Issuer through each vesting date.
- The stock option was granted to Mr. Lee, a managing director of Redmile Group, LLC ("Redmile"), in connection with his appointment to the Board of Directors of the Issuer. Pursuant to the policies of Redmile, Mr. Lee holds this stock option as a nominee on behalf, and for the sole benefit, of Redmile and has assigned all economic, pecuniary and voting rights in respect of the stock option to Redmile. Mr.
- (2) Lee disclaims beneficial ownership of the stock option, and the filing of this Form 4 shall not be deemed an admission that Mr. Lee is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (3) The stock option may also be deemed beneficially owned by Jeremy Green as the principal of Redmile. Redmile and Mr. Green disclaim beneficial ownership of the stock option except to the extent of their pecuniary interest therein, and this Form 4 shall not be deemed an admission that Redmile or Mr. Green is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act

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of 1934, as amended, or for any other purpose.

- (4) Mr. 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. As a result, the Reporting Persons are directors by deputization for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.

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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