

FATE THERAPEUTICS INC  
Form SC 13G/A  
February 14, 2018  
**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)

(Amendment No. 1)<sup>1</sup>

Fate Therapeutics, Inc.  
(Name of Issuer)

Common stock, par value \$0.001 per share  
(Title of Class of Securities)

31189P 10 2  
(CUSIP Number)

December 31, 2017  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

<sup>1</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

CUSIP No. 31189P 10 2

|   |  |
|---|--|
| 1   | NAME OF REPORTING PERSON                                     |
|   | Biotechnology Value Fund, L.P.                               |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP             |
|   | (a)  |
|   | (b)  |
| 3   | SEC USE ONLY   |
| 4   | CITIZENSHIP OR PLACE OF ORGANIZATION                         |
|   | Delaware   |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 SOLE VOTING POWER  |
|   | 0 shares   |
| 6   | SHARED VOTING POWER  |
|   | 0 shares   |
| 7   | SOLE DISPOSITIVE POWER                                       |
|   | 0 shares   |
| 8   | SHARED DISPOSITIVE POWER                                     |
|   | 0 shares   |
| 9   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |

10            0 shares  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(9) EXCLUDES  
CERTAIN  
SHARES

11            PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)

12            0%  
TYPE OF REPORTING  
PERSON

PN

CUSIP No. 31189P 10 2

1 NAME OF REPORTING PERSON

Biotechnology Value Fund II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

0 shares

6 SHARED VOTING POWER

0 shares

7 SOLE DISPOSITIVE POWER

0 shares

8 SHARED DISPOSITIVE POWER

0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares

10 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(9) EXCLUDES  
CERTAIN  
SHARES

11 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)

12 0%  
TYPE OF REPORTING  
PERSON

PN

CUSIP No. 31189P 10 2

|   |   |
|---|---|
| 1 | NAME OF REPORTING PERSON  |
|   | Biotechnology Value<br>Trading Fund OS LP                             |
| 2 | CHECK THE<br>APPROPRIATE<br>BOX IF A MEMBER OF A<br>GROUP             |
|   | (a)   |
|   | (b)   |
| 3 | SEC USE ONLY  |
| 4 | CITIZENSHIP OR PLACE<br>OF ORGANIZATION                               |
|   | Cayman Islands  |
| 5 | SOLE<br>VOTING<br>POWER   |
| 6 | SHARED<br>VOTING<br>POWER   |
| 7 | SOLE<br>DISPOSITIVE<br>POWER  |
| 8 | SHARED<br>DISPOSITIVE<br>POWER  |
| 9 | AGGREGATE AMOUNT<br>BENEFICIALLY OWNED<br>BY EACH REPORTING<br>PERSON |

NUMBER OF  
SHARES

BENEFICIALLY

OWNED BY  
EACH

REPORTING

PERSON WITH

5

6

7

8

9

0  
shares

0  
shares

0  
shares

0  
shares

10            0 shares  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(9) EXCLUDES  
CERTAIN  
SHARES

11            PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)

12            0%  
TYPE OF REPORTING  
PERSON

PN



CUSIP No. 31189P 10 2

|   |   |  |
|---|---|--|
| 1 | NAME OF REPORTING PERSON  |  |
|   | BVF Partners OS Ltd.  |  |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP                  | (a)<br><br>(b)   |
| 3 | SEC USE ONLY  |  |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION                              |  |
| 5 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | Cayman Islands<br>SOLE VOTING POWER<br><br>0<br>shares |
| 6 | SHARED VOTING POWER   | 0<br>shares  |
| 7 | SOLE DISPOSITIVE POWER  | 0<br>shares  |
| 8 | SHARED DISPOSITIVE POWER  | 0<br>shares  |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON      | 0<br>shares  |

|    |   |
|----|---|
| 10 | 0 shares<br>CHECK BOX IF<br>THE AGGREGATE<br>AMOUNT IN ROW<br>(9) EXCLUDES<br>CERTAIN<br>SHARES |
| 11 | PERCENT OF CLASS<br>REPRESENTED BY<br>AMOUNT IN ROW (9)   |
| 12 | 0%<br>TYPE OF REPORTING<br>PERSON   |
|    | CO  |

CUSIP No. 31189P 10 2

|   |  |
|---|--|
| 1   | NAME OF REPORTING PERSON                                     |
|   | BVF Partners L.P.  |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP             |
|   | (a)  |
|   | (b)  |
| 3   | SEC USE ONLY   |
| 4   | CITIZENSHIP OR PLACE OF ORGANIZATION                         |
|   | Delaware   |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 SOLE VOTING POWER  |
|   | 0 shares   |
|   | 6 SHARED VOTING POWER  |
|   | 0 shares   |
|   | 7 SOLE DISPOSITIVE POWER                                     |
|   | 0 shares   |
|   | 8 SHARED DISPOSITIVE POWER                                   |
|   | 0 shares   |
| 9   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |

|    |   |
|----|---|
| 10 | 0 shares<br>CHECK BOX IF<br>THE AGGREGATE<br>AMOUNT IN ROW<br>(9) EXCLUDES<br>CERTAIN<br>SHARES |
| 11 | PERCENT OF CLASS<br>REPRESENTED BY<br>AMOUNT IN ROW (9)   |
| 12 | 0%<br>TYPE OF REPORTING<br>PERSON<br><br>PN, IA   |

CUSIP No. 31189P 10 2

|   |  |  |
|---|--|--|
| 1   | NAME OF REPORTING PERSON                                     |  |
|   | BVF Inc.   |  |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP             | (a)<br><br>(b)                           |
| 3   | SEC USE ONLY   |  |
| 4   | CITIZENSHIP OR PLACE OF ORGANIZATION                         |  |
|   | Delaware   |  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5  | SOLE VOTING POWER<br><br>0 shares        |
|   | 6  | SHARED VOTING POWER<br><br>0 shares      |
|   | 7  | SOLE DISPOSITIVE POWER<br><br>0 shares   |
|   | 8  | SHARED DISPOSITIVE POWER<br><br>0 shares |
| 9   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |  |

|    |   |
|----|---|
| 10 | 0 shares<br>CHECK BOX IF<br>THE AGGREGATE<br>AMOUNT IN ROW<br>(9) EXCLUDES<br>CERTAIN<br>SHARES |
| 11 | PERCENT OF CLASS<br>REPRESENTED BY<br>AMOUNT IN ROW (9)   |
| 12 | 0%<br>TYPE OF REPORTING<br>PERSON   |
|    | CO  |

7

CUSIP No. 31189P 10 2

|   |   |                   |
|---|---|-------------------|
| 1 | NAME OF REPORTING PERSON  |                   |
|   | Mark N. Lampert   |                   |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP                  | (a)<br><br>(b)    |
| 3 | SEC USE ONLY  |                   |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION                              |                   |
|   | United States   |                   |
| 5 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | SOLE VOTING POWER |
|   |   | 0<br>shares       |
| 6 | SHARED VOTING POWER   |                   |
|   |   | 0<br>shares       |
| 7 | SOLE DISPOSITIVE POWER  |                   |
|   |   | 0<br>shares       |
| 8 | SHARED DISPOSITIVE POWER  |                   |
|   |   | 0<br>shares       |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON      |                   |

|    |   |
|----|---|
| 10 | 0 shares<br>CHECK BOX IF<br>THE AGGREGATE<br>AMOUNT IN ROW<br>(9) EXCLUDES<br>CERTAIN<br>SHARES |
| 11 | PERCENT OF CLASS<br>REPRESENTED BY<br>AMOUNT IN ROW (9)   |
| 12 | 0%<br>TYPE OF REPORTING<br>PERSON   |
|    | IN  |



CUSIP No. 31189P 10 2

Item 1(a).

Name of Issuer:

Fate Therapeutics, Inc., a Delaware corporation (the "Issuer").

Item 1(b).

Address of Issuer's Principal Executive Offices:

3535 General Atomics Court, Suite 200

San Diego, CA 92121

Item 2(a).

Name of Person Filing

Item 2(b).

Address of Principal Business Office or, if None, Residence

Item 2(c).

Citizenship

Biotechnology Value Fund, L.P. ("BVF")

1 Sansome Street, 30<sup>th</sup> Floor

San Francisco, California 94104

Citizenship: Delaware

Biotechnology Value Fund II, L.P. ("BVF2")

1 Sansome Street, 30<sup>th</sup> Floor

San Francisco, California 94104

Citizenship: Delaware

Biotechnology Value Trading Fund OS LP ("Trading Fund OS")

PO Box 309 Uglan House

Grand Cayman, KY1-1104

Cayman Islands

Citizenship: Cayman Islands

BVF Partners OS Ltd. (“Partners OS”)

PO Box 309 Ugland House

Grand Cayman, KY1-1104

Cayman Islands

Citizenship: Cayman Islands

BVF Partners L.P. (“Partners”)

1 Sansome Street, 30th Floor

San Francisco, California 94104

Citizenship: Delaware

BVF Inc.

1 Sansome Street, 30<sup>th</sup> Floor

San Francisco, California 94104

Citizenship: Delaware

Mark N. Lampert (“Mr. Lampert”)

1 Sansome Street, 30<sup>th</sup> Floor

San Francisco, California 94104

Citizenship: United States

Each of the foregoing is referred to as a “Reporting Person” and collectively as the “Reporting Persons.”



CUSIP No. 31189P 10 2

Item 2(d).

Title of Class of Securities:

Common stock, par value \$0.001 per share (the "Common Stock")

Item 2(e).

CUSIP Number:

31189P 10 2

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

/x/Not applicable.

(a) // Broker or dealer registered under Section 15 of the Exchange Act.

(b) // Bank as defined in Section 3(a)(6) of the Exchange Act.

(c) // Insurance company as defined in Section 3(a)(19) of the Exchange Act.

(d) // Investment company registered under Section 8 of the Investment Company Act.

(e) // An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).

(f) // An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).

(g) // A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).

(h) // A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.

(i) // A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.

(j) // Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

(k) // Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

Item 4.

Ownership

(a) Amount beneficially owned:

As of the close of business on December 31, 2017, the Reporting Persons no longer beneficially owned any securities of the Issuer.

(b) Percent of class:

Not Applicable.

10

CUSIP No. 31189P 10 2

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

See Cover Pages Items 5-9.

(ii) Shared power to vote or to direct the vote

See Cover Pages Items 5-9.

(iii) Sole power to dispose or to direct the disposition of

See Cover Pages Items 5-9.

(iv) Shared power to dispose or to direct the disposition of

See Cover Pages Items 5-9.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item Identification and Classification of the Subsidiary That Acquired the Security Being Reported on by the Parent  
7. Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

See Exhibit 99.1 to the Schedule 13G filed by the Reporting Persons with the Securities and Exchange Commission on December 1, 2016.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. 31189P 10 2

SIGNATURE

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2018

BIOTECHNOLOGY VALUE FUND, L.P.

By: BVF Partners L.P., its general partner  
By: BVF Inc., its general partner

By: /s/ Mark N. Lampert  
Mark N. Lampert  
President

BVF INC.

By: /s/ Mark N. Lampert  
Mark N. Lampert  
President

/s/ Mark N. Lampert  
MARK N. LAMPERT

BIOTECHNOLOGY VALUE FUND II, L.P.

By: BVF Partners L.P., its general partner  
By: BVF Inc., its general partner

By: /s/ Mark N. Lampert  
Mark N. Lampert  
President

BVF PARTNERS L.P.

By: BVF Inc., its general partner

By: /s/ Mark N. Lampert  
Mark N. Lampert  
President

BVF PARTNERS OS LTD.

By: BVF Partners L.P., its sole member  
By: BVF Inc., its general partner



By: /s/ Mark N. Lampert  
Mark N. Lampert  
President

Biotechnology Value Trading Fund OS LP

By: BVF Partners L.P., its investment manager  
By: BVF Inc., its general partner

By: /s/ Mark N. Lampert  
Mark N. Lampert  
President