

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 Polaris Venture Management Co. V, L.L.C.

2. Date of Event Requiring Statement
 (Month/Day/Year)
 09/30/2013

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

(Last) (First) (Middle)

4. Relationship of Reporting Person(s) to Issuer

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

C/O POLARIS VENTURE PARTNERS,Â 1000 WINTER STREET, SUITE 3350

(Check all applicable)

(Street)

___ Director ___X___ 10% Owner
 ___ Officer ___ Other
 (give title below) (specify below)

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

WALTHAM,Â MAÂ 02451

(City) (State) (Zip)

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)

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

SEC 1473 (7-02)

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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
 (Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
 (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	651,806	\$ <u>(1)</u>	I	By Polaris Venture Partners V, L.P. <u>(3)</u>
Series A Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	12,704	\$ <u>(1)</u>	I	By Polaris Venture Partners Entrepreneurs' Fund V, L.P. <u>(4)</u>
Series A Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	4,465	\$ <u>(1)</u>	I	By Polaris Venture Partners Founders' Fund V, L.P. <u>(5)</u>
Series A Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	6,518	\$ <u>(1)</u>	I	By Polaris Venture Partners Special Founders' Fund V, L.P. <u>(6)</u>
Series B Convertible Preferred Stock	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	255,950	\$ <u>(2)</u>	I	By Polaris Venture Partners V, L.P. <u>(3)</u>
Series B Convertible Preferred Stock	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	4,988	\$ <u>(2)</u>	I	By Polaris Venture Partners Entrepreneurs' Fund V, L.P. <u>(4)</u>
Series B Convertible Preferred Stock	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	1,753	\$ <u>(2)</u>	I	By Polaris Venture Partners Founders' Fund V, L.P. <u>(5)</u>
Series B Convertible Preferred Stock	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	2,560	\$ <u>(2)</u>	I	By Polaris Venture Partners Special Founders' Fund V, L.P. <u>(6)</u>
Series C Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	550,653	\$ <u>(1)</u>	I	By Polaris Venture Partners V, L.P. <u>(3)</u>
Series C Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	10,732	\$ <u>(1)</u>	I	By Polaris Venture Partners Entrepreneurs' Fund V, L.P. <u>(4)</u>
Series C Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	3,772	\$ <u>(1)</u>	I	By Polaris Venture Partners Founders' Fund V, L.P. <u>(5)</u>
Series C Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	5,506	\$ <u>(1)</u>	I	By Polaris Venture Partners Special Founders' Fund V, L.P. <u>(6)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Polaris Venture Management Co. V, L.L.C. C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET, SUITE 3350 WALTHAM, MA 02451	Â	Â X	Â	Â
Polaris Venture Partners V, L.P. 1000 WINTER STREET, SUITE 3350 WALTHAM, MA 02451	Â	Â X	Â	Â
Polaris Venture Partners Entrepreneurs' Fund V, L.P. 1000 WINTER STREET, SUITE 3350 WALTHAM, MA 02451	Â	Â X	Â	Â
Polaris Venture Partners Founders' Fund V, L.P. 1000 WINTER STREET, SUITE 3350 WALTHAM, MA 02451	Â	Â X	Â	Â
Polaris Venture Partners Special Founders' Fund V, L.P. 1000 WINTER STREET, SUITE 3350 WALTHAM, MA 02451	Â	Â X	Â	Â

Signatures

/s/ Jonathan Flint, Authorized Signatory for Polaris Venture Management Co. V, L.L.C.	09/30/2013
__Signature of Reporting Person	Date
/s/ Jonathan Flint, Authorized Signatory for Polaris Venture Partners V, L.P.	09/30/2013
__Signature of Reporting Person	Date
/s/ Jonathan Flint, Authorized Signatory for Polaris Venture Partners Entrepreneurs' Fund V, L.P.	09/30/2013
__Signature of Reporting Person	Date
/s/ Jonathan Flint, Authorized Signatory for Polaris Venture Partners Founders' Fund V, L.P.	09/30/2013
__Signature of Reporting Person	Date
/s/ Jonathan Flint, Authorized Signatory for Polaris Venture Partners Special Founders' Fund V, L.P.	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).
 - (1) The aggregate number of shares of Issuer's Preferred Stock held by the Reporting Person converts into Common Stock immediately prior to the closing of the Issuer's initial public offering and has no expiration date. These shares convert into Common Stock on a 1-for-1 basis.
 - (2) The aggregate number of shares of Issuer's Preferred Stock held by the Reporting Person converts into Common Stock immediately prior to the closing of the Issuer's initial public offering and has no expiration date. These shares convert into Common Stock on approximately a 1-for-1.15 basis.

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- These shares are owned directly by Polaris Venture Partners V, L.P., whose sole general partner is Polaris Venture Management Co. V, LLC ("Polaris Management"). The members of North Star Venture Management 2010 LLC are also members of Polaris Management, and as members of the general partner, they may be deemed to share voting and investment power of such shares. The Reporting Person
- (3) is a member of Polaris Management and has shared voting and investment power over such shares and may be deemed the indirect beneficial owner of such shares. The Reporting Person 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.

- These shares are owned directly by Polaris Venture Partners Entrepreneurs' Fund V, L.P., whose sole general partner is Polaris Management. The members of North Star Venture Management 2010 LLC are also members of Polaris Management, and as members of the general partner, they may be deemed to share voting and investment power of such shares. The Reporting Person is a member of
- (4) Polaris Management and has shared voting and investment power over such shares and may be deemed the indirect beneficial owner of such shares. The Reporting Person 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.

- These shares are owned directly by Polaris Venture Partners Founders' Fund V, L.P., whose sole general partner is Polaris Management. The members of North Star Venture Management 2010 LLC are also members of Polaris Management, and as members of the general partner, they may be deemed to share voting and investment power of such shares. The Reporting Person is a member of Polaris
- (5) Management and has shared voting and investment power over such shares and may be deemed the indirect beneficial owner of such shares. The Reporting Person 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.

- These shares are owned directly by Polaris Venture Partners Special Founders' Fund V, L.P., whose sole general partner is Polaris Management. The members of North Star Venture Management 2010 LLC are also members of Polaris Management, and as members of the general partner, they may be deemed to share voting and investment power of such shares. The Reporting Person is a member of
- (6) Polaris Management and has shared voting and investment power over such shares and may be deemed the indirect beneficial owner of such shares. The Reporting Person 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.

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.