

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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â OVP VENTURE PARTNERS VII LP | | | (Month/Day/Year) | FATE THERAPEUTICS INC [FATE] | |
| (Last) | (First) | (Middle) | 09/30/2013 | | |
| C/O OVP VENTURE PARTNERS,Â 1616 EASTLAKE AVE. E., SUITE 208 | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | |
| SEATTLE,Â WAÂ 98102 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (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 | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Series A Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 174,982 | \$ (1) | D (3) | Â |
| Series A Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 1,234 | \$ (1) | I | By OVP VII Entrepreneurs Fund, L.P. (4) |
| Series B Convertible Preferred Stock | Â (2) | Â (2) | Common Stock | 702,387 | \$ (2) | D (3) | Â |
| Series B Convertible Preferred Stock | Â (2) | Â (2) | Common Stock | 4,951 | \$ (2) | I | By OVP VII Entrepreneurs Fund, L.P. (4) |
| Series C Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 494,973 | \$ (1) | D (3) | Â |
| Series C Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 3,489 | \$ (1) | I | By OVP VII Entrepreneurs Fund, L.P. (4) |

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 | Â | Â X | Â | Â |
| OVP VII ENTREPRENEURS FUND LP C/O OVP VENTURE PARTNERS 1616 EASTLAKE AVE. E., SUITE 208 SEATTLE, WA 98102 | Â | Â X | Â | Â |

Signatures

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

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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.

- (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.

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.