

FATE THERAPEUTICS INC  
Form 10-Q/A  
February 08, 2019

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

**FORM 10-Q/A**  
**Amendment No. 1**

**(Mark One)**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**For the quarterly period ended September 30, 2018**

**OR**

**TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT OF 1934**

**From the transition period from \_\_\_\_\_ to \_\_\_\_\_.**

**Commission File Number 001-36076**

**FATE THERAPEUTICS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**65-1311552**  
**(IRS Employer**

**of incorporation or organization)**

**Identification No.)**

**3535 General Atomics Court, Suite 200, San Diego, CA**  
**(Address of principal executive offices)**  
**(858) 875-1800**

**92121**  
**(Zip Code)**

**(Registrant's telephone number, including area code)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of October 30, 2018, 64,518,813 shares of the registrant's common stock, par value \$0.001 per share, were issued and outstanding.

### EXPLANATORY NOTE

Fate Therapeutics, Inc. (the Company) is filing this Amendment No. 1 on Form 10-Q/A (this Amendment) to its Quarterly Report on Form 10-Q for the period ended September 30, 2018 (the Original Report), which was originally filed with the Securities and Exchange Commission (the SEC) on November 1, 2018, solely to re-file Exhibit 10.2 that was previously filed with the Original Report with revised redactions in response to comments received from the staff of the SEC regarding the confidential treatment request filed by the Company with respect to certain portions of Exhibits 10.1 and 10.2 of the Original Report.

This Amendment does not change the previously reported financial statements or, except as expressly described in the prior paragraph, any of the other disclosure contained in the Original Report. This Amendment speaks as of the original filing date of the Original Report and does not reflect any events that occurred at a date subsequent to the filing of the Original Report or modify or update those disclosures therein in any way. Accordingly, this Amendment should be read in conjunction with the Company's filings made with the SEC subsequent to the filing of the Original Report.

As required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications by the Company's principal executive officer and principal financial officer are being filed herewith as exhibits to this Amendment (Exhibit 31.2). The Company is not including certifications pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350) as no financial statements are being filed with this Amendment.

**Item 6. Exhibits****Exhibit**

<b>Number</b>	<b>Exhibit Title</b>	<b>Form</b>	<b>File No.</b>	<b>Exhibit</b>	<b>Filing Date</b>
3.1	<u>Amended and Restated Certificate of Incorporation of the Registrant, as currently in effect</u>	S-1/A	333-190608	3.2	August 29, 2013
3.2	<u>Certificate of Designation of Preferences, Rights and Limitations of Class A Convertible Preferred Stock</u>	8-K	001-36076	3.1	November 29, 2016
3.3	<u>Amended and Restated Bylaws of the Registrant, as currently in effect</u>	S-1/A	333-190608	3.4	August 29, 2013
4.1	<u>Specimen Common Stock Certificate</u>	S-1/A	333-190608	4.1	August 29, 2013
10.1	<u>Exclusive License Agreement by and between the Registrant and The J. David Gladstone Institutes, dated September 11, 2018</u>	10-Q	001-36076	10.1	November 1, 2018
10.2	<u>Collaboration and Option Agreement by and between the Registrant and Ono Pharmaceutical Co., Ltd., dated September 14, 2018</u>				Filed herewith
31.1	<u>Certification of Principal Executive Officer and Principal Financial Officer pursuant to Rules 13a-14 and 15-d-14 promulgated pursuant to the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>	10-Q	001-36076	31.1	November 1, 2018
31.2	<u>Certification of Principal Executive Officer and Principal Financial Officer pursuant to Rules 13a-14 and 15-d-14 promulgated pursuant to the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>				Filed herewith
32.1	<u>Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>	10-Q	001-36076	32.1	November 1, 2018
101.INS	XBRL Instance Document	10-Q	001-36076	101.INS	November 1, 2018
101.SCH	XBRL Taxonomy Extension Schema Document	10-Q	001-36076	101.SCH	November 1, 2018
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	10-Q	001-36076	101.CAL	November 1, 2018
101.DEF	XBRL Taxonomy Extension Definition	10-Q	001-36076	101.DEF	November 1, 2018

Linkbase Document

**Exhibit**

<b>Number</b>	<b>Exhibit Title</b>	<b>Form</b>	<b>File No.</b>	<b>Exhibit</b>	<b>Filing Date</b>
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	10-Q	001-36076	101.LAB	November 1, 2018
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	10-Q	001-36076	101.PRE	November 1, 2018

Certain provisions of this Exhibit have been omitted pursuant to a request for confidential treatment.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**Fate Therapeutics, Inc.**

Date: February 8, 2019

By: /s/ J. Scott Wolchko  
J. Scott Wolchko  
President and Chief Executive Officer and Director  
(Principal Executive Officer, Principal Financial  
Officer and Principal Accounting Officer)