

Form 144

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

144: Filer Information

Filer CIK 0001425738
Filer CCC XXXXXXXXX
Is this a LIVE or TEST Filing? LIVE TEST

Submission Contact Information

Name
Phone
E-Mail Address

144: Issuer Information

Name of Issuer FATE THERAPEUTICS INC
SEC File Number 001-36076
Address of Issuer 12278 Scripps Summit Drive
San Diego
CALIFORNIA
92131
Phone 858-875-1800
Name of Person for Whose Account the Securities are To Be Sold Redmile Group, LLC

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to Issuer Director, 10% Stockholder

144: Securities Information

Title of the Class of Securities To Be Sold	Name and Address of the Broker	Number of Shares or Other Units To Be Sold	Aggregate Market Value	Number of Shares or Other Units Outstanding	Approximate Date of Sale	Name the Securities Exchange
Common Stock, \$0.001 par value(1)	J.P. Morgan Securities LLC 383 Madison Avenue New York NY 10179	341633	567110.78	113894333	12/20/2024	Nasdaq

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

144: Securities To Be Sold

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from	Is this	Date Donor Acquired	Amount of Securities Acquired	Date of Payment	Nature of Payment *
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			Whom Acquired	a Gift?			
Common Stock, \$0.001 par value(1)	04/14/2023	Private Placements from Stockholders	Redmile Affiliates(2)	<input type="checkbox"/>	311523	04/14/2023	Cash
Common Stock, \$0.001 par value(1)	04/14/2023	Acquisition of Class A Convertible Preferred Stock in Private Placements from Stockholders and Subsequent Cashless Conversion to Common Stock on 12/12/2024	Class A Convertible Preferred Stock from Redmile Affiliates(2); Common Stock from Issuer	<input type="checkbox"/>	30110	04/14/2023	Purchase of Class A Convertible Preferred Stock for Cash; Cashless Conversion to Common Stock

* If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

144: Securities Sold During The Past 3 Months

Nothing to Report

144: Remarks and Signature

Remarks (1) The total number of shares of Common Stock that may be sold represents shares that may be sold on an aggregate basis by private investment vehicles managed by Redmile Group, LLC, as follows: Redmile Strategic Trading Sub, Ltd. - 35,528 shares; and Redmile Strategic Long Only Trading Sub, Ltd. - 306,105 shares. (2) "Redmile Affiliates" means certain private investment funds and sub-advised accounts for which Redmile Group, LLC serves as an investment manager/adviser. (3) Redmile Group, LLC is the investment manager of Redmile Strategic Trading Sub, Ltd. and Redmile Strategic Long Only Trading Sub, Ltd.

Date of Notice 12/20/2024

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature /s/ Joshua Garcia, Chief Financial Officer, Redmile Group, LLC(3)

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)