

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* VENROCK ASSOCIATES V LP (Last) (First) (Middle) C/O VENROCK 3340 HILLVIEW AVENUE (Street) PALO ALTO CA 94304 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol FATE THERAPEUTICS INC [FATE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/04/2013	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/04/2013		C		675,492	A	(1)	675,492	I	By Funds ⁽³⁾⁽⁷⁾
Common Stock	10/04/2013		C		265,252	A	(4)	940,744	I	By Funds ⁽³⁾⁽⁸⁾
Common Stock	10/04/2013		C		570,663	A	(1)	1,511,407	I	By Funds ⁽³⁾⁽⁹⁾
Common Stock	10/04/2013		J ⁽¹⁰⁾		128,447	A	\$6	1,639,854	I	By Funds ⁽³⁾⁽¹¹⁾
Common Stock	10/04/2013		P		833,333	A	\$6	2,473,187	I	By Funds ⁽³⁾⁽¹²⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Title
Series A Convertible Preferred Stock	(1)	10/04/2013		C		675,492	(1)	(1)	Common Stock	675,492	\$0	0	I	By Funds ⁽²⁾⁽³⁾
Series B Convertible Preferred Stock	(4)	10/04/2013		C		265,252	(4)	(4)	Common Stock	265,252	\$0	0	I	By Funds ⁽³⁾⁽⁵⁾
Series B Convertible Preferred Stock	(1)	10/04/2013		C		570,663	(1)	(1)	Common Stock	570,663	\$0	0	I	By Funds ⁽³⁾⁽⁶⁾

1. Name and Address of Reporting Person*

[VENROCK ASSOCIATES V LP](#)

(Last) (First) (Middle)

C/O VENROCK
3340 HILLVIEW AVENUE

(Street)

PALO ALTO CA 94304

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[VENROCK PARTNERS V L P](#)

(Last) (First) (Middle)

C/O VENROCK
3340 HILLVIEW AVENUE

(Street)

PALO ALTO CA 94304

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Venrock Entrepreneurs Fund V, L.P.](#)

(Last) (First) (Middle)

C/O VENROCK
3340 HILLVIEW AVENUE

(Street)

PALO ALTO CA 94304

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Venrock Management V, LLC](#)

(Last) (First) (Middle)

C/O VENROCK
3340 HILLVIEW AVENUE

(Street)

PALO ALTO CA 94304

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Venrock Partners Management V, LLC](#)

(Last) (First) (Middle)

C/O VENROCK
3340 HILLVIEW AVENUE

(Street)

PALO ALTO CA 94304

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[VEF Management V, LLC](#)

(Last) (First) (Middle)

C/O VENROCK

3340 HILLVIEW AVENUE

(Street)

PALO ALTO

CA

94304

(City)

(State)

(Zip)

Explanation of Responses:

1. The aggregate number of shares of Issuer's Preferred Stock held by the Reporting Persons converted into Common Stock immediately prior to the closing of the Issuer's initial public offering and has no expiration date. These shares converted into Common Stock on a 1-for-1 basis.
2. Consists of an aggregate of 609,497 shares of Series A Convertible Preferred Stock ("Series A Stock") held by Venrock Associates V, L.P. ("Venrock"), 51,675 shares of Series A Stock held by Venrock Partners V, L.P. ("Venrock Partners"), and 14,320 shares of Series A Stock held by Venrock Entrepreneurs Fund V, L.P. ("Venrock Entrepreneurs" and together with Venrock and Venrock Partners, the "Venrock Entities").
3. The sole general partner of Venrock is Venrock Management V, LLC ("VM5"). The sole general partner of Venrock Partners is Venrock Partners Management V, LLC ("VPM5"). The sole general partner of Venrock Entrepreneurs is VEF Management V, LLC ("VEFM5"). VM5, VPM5 and VEFM5 disclaim beneficial ownership over all shares held by the Venrock Entities, except to the extent of their indirect pecuniary interests therein.
4. The aggregate number of shares of Issuer's Preferred Stock held by the Reporting Persons converted into Common Stock immediately prior to the closing of the Issuer's initial public offering and has no expiration date. These shares converted into Common Stock on approximately a 1-for-1.15 basis.
5. Consists of an aggregate of 239,337 shares of Series B Convertible Preferred Stock ("Series B Stock") held by Venrock, 20,292 shares of Series B Stock held by Venrock Partners, and 5,623 shares of Series B Stock held by Venrock Entrepreneurs.
6. Consists of an aggregate of 514,910 shares of Series C Convertible Preferred Stock ("Series C Stock") held by Venrock, 43,655 shares of Series C Stock held by Venrock Partners, and 12,098 shares of Series C Stock held by Venrock Entrepreneurs.
7. Consists of an aggregate of 609,497 shares of Common Stock held by Venrock, 51,675 shares of Common Stock held by Venrock Partners, and 14,320 shares of Common Stock held by Venrock Entrepreneurs.
8. Consists of an aggregate of 848,834 shares of Common Stock held by Venrock, 71,967 shares of Common Stock held by Venrock Partners, and 19,943 shares of Common Stock held by Venrock Entrepreneurs.
9. Consists of an aggregate of 1,363,744 shares of Common Stock held by Venrock, 115,622 shares of Common Stock held by Venrock Partners, and 32,041 shares of Common Stock held by Venrock Entrepreneurs.
10. The shares were acquired upon conversion of a convertible promissory note exempt from the definition of a derivative security because the conversion price did not become fixed until automatic conversion at the time of the closing of the Issuer's initial public offering.
11. Consists of an aggregate of 1,479,642 shares of Common Stock held by Venrock, 125,448 shares of Common Stock held by Venrock Partners, and 34,764 shares of Common Stock held by Venrock Entrepreneurs.
12. Consists of an aggregate of 2,231,558 shares of Common Stock held by Venrock, 189,198 shares of Common Stock held by Venrock Partners, and 52,431 shares of Common Stock held by Venrock Entrepreneurs.

Remarks:

/s/ David L. Stepp, Authorized 10/07/2013
Signatory

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.