UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **May 4, 2015**

FATE THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**001-36076**	**65-1311552**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

3535 General Atomics Court, Suite 200
San Diego, CA 92121
(Address of principal executive offices, including zip code)

(858) 875-1800
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry into a Material Definitive Agreement.

Collaboration Agreement

On May 4, 2015, Fate Therapeutics, Inc. (the "Company") entered into a research collaboration and license agreement (the "Collaboration Agreement") with Juno Therapeutics, Inc. ("Juno") to identify small molecules to program the therapeutic properties of Juno's genetically-engineered CAR (chimeric antigen receptor) T cell and TCR (T cell receptor) immunotherapy candidates. Pursuant to the terms of the Collaboration Agreement, Juno has agreed to pay the Company an upfront payment of $5.0 million.

Additionally, on May 4, 2015, the Company and Juno entered into a Stock Purchase Agreement (the "Stock Purchase Agreement"), pursuant to which the Company has agreed to sell, and Juno has agreed to purchase, 1,000,000 shares of the Company's common stock, at $8.00 per share, for an aggregate purchase price of $8.0 million on May 7, 2015.

Under the Collaboration Agreement, the Company is responsible for screening and identifying small molecule modulators of immunological cells, while Juno is responsible for the development and commercialization of genetically-engineered T cell immunotherapies incorporating the Company's modulators. Juno has agreed to fund all of the Company's activities related to the collaboration for an initial four-year research term beginning on the effective date of the Collaboration Agreement. Juno has the option to extend the research term for an additional two years, subject to the payment of an extension fee and the continued funding of all activities related to the collaboration during the extended term. If Juno exercises its option to extend the research term, the Company has the option to sell, and to cause Juno to purchase, up to $10.0 million in additional shares of the Company's common stock, at 120% of the volume-weighted average trading price for the 30 trading days prior to Juno's exercise, pursuant to the terms and conditions of the Stock Purchase Agreement.

For each product developed by Juno that incorporates modulators identified through the research program under the Collaboration Agreement, the Company is eligible to receive approximately $50.0 million in target selection fees and clinical, regulatory and commercial milestones. In addition, the Company is eligible to receive low single-digit royalties on net sales of modulated products under the Collaboration Agreement.

The Company has granted Juno an exclusive worldwide license to certain of its intellectual property, including its intellectual property arising under the Collaboration Agreement, to make, use, sell and otherwise exploit genetically-engineered CAR T cell and TCR immunotherapies, using or incorporating small molecule modulators, directed against certain tumor-associated antigen targets designated by Juno, subject to the selection of a target by Juno. In addition, the Company has agreed that (i) during the research term, it will collaborate exclusively with Juno on the research and development of small molecule modulators with respect to T cells that have been genetically-engineered to express CARs or TCRs directed against certain tumor-associated antigen targets designated by Juno and (ii) during the term of the Collaboration Agreement, the Company will not conduct, or enable third parties to conduct, research, development or commercialization activities using small molecule modulators to program T cell product candidates that have been genetically-engineered to express CARs or TCRs directed against tumor-associated antigen targets selected by Juno. The Company has retained exclusive rights to its intellectual property, including its intellectual property arising under the collaboration, for all other purposes, including its use outside of those tumor-associated antigen targets selected by Juno.

Juno may terminate the Collaboration Agreement at any time upon advance written notice to the Company; provided, however, that such notice of termination may not be provided at any time prior to May 4, 2017. The Collaboration Agreement also contains customary provisions for termination by either party in the event of breach of the Collaboration Agreement, subject to cure, by the other party.

Amendment to Investor Rights Agreement

On May 4, 2015, the Company entered into an amendment to the Amended and Restated Investor Rights Agreement (the "IRA Amendment") with the Stockholders (as such term is defined therein) and Juno. The IRA Amendment amends that certain previously filed Amended and Restated Investor Rights Agreement, dated as of August 8, 2013, by and among the Company and the parties named therein (as amended, the "Investor Rights Agreement") by, among other things, adding Juno as a party to the Investor Rights Agreement and providing for its registration rights thereunder, which will commence on May 4, 2017.

Item 3.02 Unregistered Sales of Equity Securities.

The information in the second paragraph in response to Item 1.01 of Form 8-K above regarding the Stock Purchase Agreement is incorporated by reference in response to this Item 3.02 of Form 8-K.

The 1,000,000 shares of the Company's common stock to be issued to Juno under the Stock Purchase Agreement will be issued pursuant to an exemption from registration under Rule 506 of Regulation D, which is promulgated under the Securities Act of 1933 (the "Securities Act"). The Company relied on this exemption from registration based in part on representations made by Juno.

The sale of the shares of the Company's common stock pursuant to the Stock Purchase Agreement has not been and will not be registered under the Securities Act or any state securities laws. The shares may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Item 7.01. Regulation FD Disclosure.

On May 6, 2015, the Company issued a press release announcing its entry into the Collaboration Agreement with Juno. A copy of the press release is being furnished as Exhibit 99.1 to this Report on Form 8-K.

The information in Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 attached hereto is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended ("Exchange Act") or otherwise subject to the liability of that section, nor shall such information be deemed incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended, regardless of the general incorporation language of such filing, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated May 6, 2015

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 hereunto duly authorized.

Date: May 6, 2015

Fate Therapeutics, Inc.

By: /s/ J. Scott Wolchko
J. Scott Wolchko
Chief Financial Officer and Chief Operating Officer

Exhibit 99.1

Juno Therapeutics and Fate Therapeutics Announce Strategic Research Collaboration to Improve the Therapeutic Profile of Engineered T Cell Immunotherapies

Alliance Utilizes Fate's Hematopoietic Cell Programming Platform to Identify Small Molecule Modulators for Juno's Leading Genetically-Engineered T Cell Immunotherapies

SEATTLE and SAN DIEGO — May 6, 2015 — Juno Therapeutics, Inc. (NASDAQ: JUNO) and Fate Therapeutics, Inc. (NASDAQ: FATE) announced today that they have executed a strategic research collaboration and license agreement to identify and utilize small molecules to modulate Juno's genetically-engineered T cell product candidates to improve their therapeutic potential for cancer patients. The collaboration brings together Juno's industry-leading expertise in the development of chimeric antigen receptor (CAR) and T cell receptor (TCR) based cellular immunotherapies and Fate's innovative platform for programming the biological properties and *in vivo* therapeutic potential of hematopoietic cells.

"A deep understanding of T cell biology is the basis of Juno's approach to creating best-in-class cellular immunotherapies," said Hans Bishop, Chief Executive Officer of Juno Therapeutics. "Partnering with Fate Therapeutics, and accessing its strong science and leading platform for modulating the properties of immunological cells, enables interrogation of new avenues of T cell manipulation and provides an opportunity to enhance the therapeutic profile of our genetically-engineered T cell product candidates."

Through the four-year research and development collaboration, Fate will be responsible for screening and identifying small molecules that modulate the biological properties of engineered T cells. Juno will be responsible for the development and commercialization of engineered T cell immunotherapies incorporating Fate's small molecule modulators. Juno has the option to extend the exclusive research term for two years through an additional payment and continued funding of collaboration activities.

"We are excited to establish this strategic alliance with Juno, a company that shares our deep commitment to developing transformative cellular therapeutics for patients afflicted with life-threatening disorders," said Christian Weyer, M.D., M.A.S., President and Chief Executive Officer of Fate Therapeutics. "This partnership exemplifies the extension of our small molecule programming platform to additional hematopoietic cell types, such as T cells, as we continue to build and advance our innovative pipeline of programmed hematopoietic cellular therapeutic candidates."

Financial terms of the agreement include an upfront payment to Fate of $5 million and the purchase by Juno of one million shares of Fate common stock at $8.00 per share. Juno will fund all mutual collaboration activities for an exclusive four-year research term. For each product developed by Juno that incorporates modulators identified through the collaboration, Fate is eligible to receive approximately $50 million in target selection fees and clinical, regulatory and commercial milestones, as well as low single-digit royalties on sales. Fate retains exclusive rights to its intellectual property for all purposes outside of programmed CAR and TCR immunotherapies.

About Chimeric Antigen Receptor (CAR) Technology

Juno's chimeric antigen receptor (CAR) technology genetically engineers T cells to recognize and kill cancer cells. Juno's CAR T cell technology inserts a gene for a particular CAR into the T cell, enabling it to recognize cancer cells based on the expression of a specific protein located on the cell surface. When the engineered T cell engages the target protein on the cancer cell, it initiates a cell-killing response against the cancer cell.

About Cell Programming

Since its founding, Fate Therapeutics has been dedicated to programming the function of cells *ex vivo* to improve their therapeutic potential. Using advanced molecular characterization tools and technologies, Fate's platform enables the identification of small molecule or biologic modulators that promote rapid and supra-physiologic activation or inhibition of therapeutically-relevant genes and cell-surface proteins, such as those involved in the homing, proliferation and survival of hematopoietic stem cells or those involved in the persistence, proliferation and reactivity of immunological cells. Fate utilizes its deep understanding of the hematopoietic system to rapidly assess and quantify the therapeutic potential of programmed hematopoietic cells *in vivo*, and applies its modulators to maximize the safety and efficacy of hematopoietic cellular therapeutics.

About Juno Therapeutics, Inc.

Juno Therapeutics is building a fully integrated biopharmaceutical company focused on revolutionizing medicine by re-engaging the body's immune system to treat cancer. Founded on the vision that the use of human cells as therapeutic entities will drive one of the next important phases in medicine, Juno is developing cell-based cancer immunotherapies based on chimeric antigen receptor and high-affinity T cell receptor technologies to genetically engineer T cells to recognize and kill cancer. Juno is developing multiple cell-based product candidates to treat a variety of B-cell malignancies as well as solid tumors. Several product candidates have shown compelling evidence of tumor shrinkage in the clinical trials in refractory leukemia and lymphoma conducted to date. Juno's long-term aim is to improve and leverage its cell-based platform to develop new product candidates that address a broader range of cancers and human diseases. Juno brings together innovative technologies from some of the world's leading research institutions, including the Fred Hutchinson Cancer Research Center, Memorial Sloan Kettering Cancer Center, Seattle Children's Research Institute, and The National Cancer Institute.

About Fate Therapeutics, Inc.

Fate Therapeutics is a clinical-stage biopharmaceutical company engaged in the development of programmed cellular therapeutics for the treatment of severe, life-threatening diseases. The Company's approach utilizes established pharmacologic modalities, such as small molecules, to program the fate and function of cells *ex vivo*. The Company's lead product candidate, PROHEMA®, is an *ex vivo* programmed hematopoietic cellular therapeutic, which is currently in clinical development for the treatment of hematologic malignancies and rare genetic disorders in patients undergoing hematopoietic stem cell transplantation (HSCT). The Company is also using its proprietary induced pluripotent stem cell platform to develop *ex vivo* reprogrammed hematopoietic and myogenic cellular therapeutics. Fate Therapeutics is headquartered in San Diego, CA. For more information, please visit www.fatetherapeutics.com.

Juno Forward Looking Statements

This press release contains forward-looking statements, including statements regarding the impact, benefits, timing, conduct, and funding of collaboration between Juno and Fate, as well as the capabilities, expertise, and responsibilities of each. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from such forward-looking statements, and reported results should not be considered as an indication of future performance. These risks and uncertainties include, but are not limited to, risks associated with: the success, cost, and timing of Juno's product development activities and clinical trials, and Juno's ability to finance these activities and trials; Juno's ability to obtain regulatory approval for and to commercialize its product candidates; Juno's ability to establish a commercially-viable manufacturing process and manufacturing infrastructure; regulatory requirements and regulatory developments; success of Juno's competitors with respect to competing treatments and technologies; Juno's dependence on third-party research institution collaborators and other contractors in Juno's research and development activities, including for the conduct of clinical trials and the manufacture of Juno's product candidates; Juno's ability to obtain, maintain, or protect intellectual property rights related to its product candidates; amongst others. For a further description of the risks and uncertainties that could cause actual results to differ from those expressed in these forward-looking statements, as well as risks relating to Juno's business in general, see Juno's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 19, 2015 and Juno's other periodic reports filed with the Securities and Exchange Commission. These forward-looking statements speak only as of the date hereof. Juno disclaims any obligation to update these forward-looking statements.

Fate Therapeutics Forward-Looking Statements

This release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding the Company's ability to identify and evaluate small molecule modulators for the programming of T cells, the Company's plans to undertake certain preclinical research on the therapeutic potential of programmed T cells, our expectations regarding the clinical effectiveness and safety of programmed T cell therapeutics, including CAR and TCR products developed through the collaboration, and the potential benefits of the collaboration, including expected funding and payments to be received under the collaboration. These and any other forward-looking statements in this release are based on management's current expectations of future events and are subject to a number of risks and uncertainties that could cause actual results to differ materially and adversely from those set forth in or implied by such forward-looking statements. These risks and uncertainties include, but are not limited to, the risk that we are unable to conduct or complete activities required under the collaboration, the risk of cessation or delay of any development activities under the collaboration for a variety of reasons (including any difficulties or delays in identifying modulators for the programming of T cells, and any adverse effects or events or other negative results that may be observed in clinical development of any product candidates developed through the collaboration), and the risk that funding and payments received under the collaboration may be less than expected. For a discussion of other risks and uncertainties, and other important factors, any of which could cause our actual results to differ from those contained in the forward-looking statements, see the risks and uncertainties detailed in the Company's periodic filings with the Securities and Exchange Commission, including but not limited to the Company's Form 10-K for the year ended December 31st, 2014, and from time to time the Company's other investor communications. We are providing the information in this release as of this date and do not undertake any obligation to update any forward-looking statements contained in this release as a result of new information, future events or otherwise.