

OMB APPROVAL	
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**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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Redmile Group, LLC</u>  (Last) (First) (Middle) ONE LETTERMAN DRIVE, BUILDING D SUITE D3-300  (Street) SAN FRANCISCO CA 94129  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FATE THERAPEUTICS INC [ FATE ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/20/2024	
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	12/20/2024		J <sup>(1)</sup>		1,084,936	D	\$1.68 <sup>(1)</sup>	11,743,010	I	See Footnote <sup>(10)</sup>
Common Stock	12/20/2024		J <sup>(1)</sup>		1,084,936	A	\$1.68 <sup>(1)</sup>	12,827,946	I	See Footnote <sup>(10)</sup>
Common Stock	12/20/2024		S <sup>(5)</sup>		341,633	D	\$1.68	12,486,313	I	See Footnote <sup>(10)</sup>
Common Stock	12/20/2024		P <sup>(5)</sup>		397,964	A	\$1.68	12,884,277	I	See Footnote <sup>(10)</sup>

**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	(A)	(D)	Date Exercisable	Expiration Date						Title
Class A Convertible Preferred Stock	(2)(3)	12/20/2024		J <sup>(1)</sup>			116,261	(4)	(4)	Common Stock	581,305	\$8.4 <sup>(2)</sup>	2,638,825	I	See Footnote <sup>(10)</sup>
Class A Convertible Preferred Stock	(2)(3)	12/20/2024		J <sup>(1)</sup>		116,261		(4)	(4)	Common Stock	581,305	\$8.4 <sup>(2)</sup>	2,755,086	I	See Footnote <sup>(10)</sup>
Cash-settled Swaps	\$3.02 <sup>(9)</sup>	12/20/2024		J/K <sup>(6)</sup>			56,331	(7)	(8)	Common Stock	56,331	\$1.68 <sup>(6)</sup>	502,769	I	See Footnote <sup>(10)</sup>

1. Name and Address of Reporting Person* <u>Redmile Group, LLC</u>  (Last) (First) (Middle) ONE LETTERMAN DRIVE, BUILDING D SUITE D3-300  (Street) SAN FRANCISCO CA 94129  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Green Jeremy</u>  (Last) (First) (Middle) C/O REDMILE GROUP, LLC (NY OFFICE)

45 W. 27TH STREET, FLOOR 11

(Street)

NEW YORK NY 10001

(City)

(State)

(Zip)

**Explanation of Responses:**

1. On December 20, 2024 (the "Effective Date"), certain private investment vehicles managed by Redmile Group, LLC ("Redmile" and such private investment vehicles, the "Redmile Funds") engaged in cross trades with certain other Redmile Funds with respect to their shares of the Issuer's common stock, \$0.001 par value per share (the "Common Stock") and shares of the Issuer's non-voting Class A Convertible Preferred Stock of the Issuer (the "Class A Preferred Stock"). The reported transactions occurred simultaneously when the price per share of the Common Stock was \$1.68, and therefore the cross trades resulted in no profit to Redmile or Jeremy Green and resulted in no change in either of their aggregate beneficial ownership.
2. The Class A Preferred Stock is convertible into Common Stock in accordance with the terms of the Issuer's Amended and Restated Certificate of Incorporation and the Issuer's Certificate of Designation of Preferences, Rights and Limitations of Class A Convertible Preferred Stock (as amended and restated, the "Certificate of Designation") at any time and from time to time at the holder's election based on a conversion ratio equal to the Class A Preferred Stock's stated value of \$13.30 divided by its conversion price of \$2.66.
3. The one-for-five conversion rate is taken into account in the amount of underlying Common Stock involved in the cross trade listed under Column 7 of Table II and used to determine the price of the Class A Preferred Stock in connection with the cross trade listed under Column 8 of Table II (which is equal to five times the price per share of the Common Stock underlying the Class A Preferred Stock at the time of the cross trade, which was \$1.68 per share).
4. The Certificate of Designation provides that the holder may not convert any shares of Class A Preferred Stock if, after giving effect to the attempted conversion, the holder and its affiliates would beneficially own in the aggregate more than 14.99% of the number of shares of Common Stock outstanding after giving effect to such attempted conversion, which percentage may be changed at a holder's election upon 61 days' notice to the Issuer. The Class A Preferred Stock has no expiration date.
5. On the Effective Date, certain Redmile Funds purchased and sold shares of Common Stock concurrent with the cross trades at the same price. The reported cross trade, purchase and sales transactions occurred simultaneously when the price per share of the Common Shares was \$1.68, and therefore the reported transactions resulted in no profit to Redmile or Jeremy Green.
6. On the Effective Date, certain Redmile Funds closed out a portion of the swap agreements to which they were a party for cash in accordance with the terms of the swap agreements. See Footnote 8 below.
7. Certain Redmile Funds are parties to swap agreements with counterparties. Each notional share subject to each swap agreement represents the economic equivalent of one share of Common Stock. These agreements do not give the Reporting Persons direct or indirect voting, investment or dispositive control over any securities of the Issuer and do not require the counterparties thereto to acquire, hold, vote or dispose of any securities of the Issuer.
8. The Redmile Funds that are parties to the swap agreements have the right to close out each swap at any time. Upon settlement of the swap agreements, either (i) the counterparty will pay to the Redmile Funds in cash an amount determined in part by reference to any increase between the reference price and the market value of the notional number of shares of Common Stock subject to the swap agreement or (ii) the Redmile Funds will pay to the counterparty in cash an amount determined in part by reference to any decrease between the reference price and the market value of the notional number of shares of Common Stock subject to the swap agreement.
9. Represents the reference price associated with the cash-settled swap agreements.
10. The securities reported herein are directly owned by the Redmile Funds. The reported securities may be deemed beneficially owned by Redmile as investment manager of the Redmile Funds and by Jeremy Green as the principal of Redmile. Each of Redmile and Mr. Green (the "Reporting Persons") disclaims beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, if any. This report shall not be deemed an admission that the Reporting Persons are beneficial owners of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

**Remarks:**

Mr. Michael Lee, a member of the board of directors of the Issuer and a managing director of Redmile, was elected to the board of the Issuer as a representative of Redmile and its affiliates. As a result, the Reporting Persons are directors by deputation for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.

By: /s/ Jeremy Green, Managing  
Member of Redmile Group, LLC 12/26/2024

/s/ Jeremy Green 12/26/2024

\*\* 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.