

FATE THERAPEUTICS INC
 Form 4
 October 07, 2013

FORM 4

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

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 ARCH VENTURE FUND VI LP

2. Issuer Name and Ticker or Trading Symbol
 FATE THERAPEUTICS INC
 [FATE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 10/04/2013

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

C/O ARCH VENTURE PARTNERS, 8725 WEST HIGGINS ROAD, SUITE 290

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 X Form filed by More than One Reporting Person

CHICAGO, IL 60631

(City) (State) (Zip)

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		1,246,156	A	(1) 1,246,156
Common Stock	10/04/2013		C		265,252	A	(2) 1,511,408
Common Stock	10/04/2013		J(4)		128,447	A	\$ 6 1,639,855
Common Stock	10/04/2013		P		833,333	A	\$ 6 2,473,188

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Convertible Preferred Stock	<u>(1)</u>	10/04/2013		C	675,493	<u>(1)</u>	<u>(1)</u>	Common Stock	675,493
Series B Convertible Preferred Stock	<u>(2)</u>	10/04/2013		C	230,769	<u>(2)</u>	<u>(2)</u>	Common Stock	265,252
Series C Convertible Preferred Stock	<u>(1)</u>	10/04/2013		C	570,663	<u>(1)</u>	<u>(1)</u>	Common Stock	570,663

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARCH VENTURE FUND VI LP C/O ARCH VENTURE PARTNERS 8725 WEST HIGGINS ROAD, SUITE 290 CHICAGO, IL 60631		X		
ARCH VENTURE PARTNERS VI LP 8725 WEST HIGGINS ROAD, SUITE 290 CHICAGO, IL 60631		X		
ARCH VENTURE PARTNERS VI LLC 8725 WEST HIGGINS ROAD, SUITE 290 CHICAGO, IL 60631		X		
		X		

CRANDELL KEITH
8725 WEST HIGGINS ROAD, SUITE 290
CHICAGO, IL 60631

BYBEE CLINTON
8725 WEST HIGGINS ROAD, SUITE 290 X
CHICAGO, IL 60631

Signatures

ARCH Venture Fund VI, L.P., By: /s/ Marck McDonnell, as Attorney-in-Fact for Keith Crandell, Managing Director of the general partner of the general partner of ARCH Fund VI	10/04/2013
__Signature of Reporting Person	Date
ARCH Venture Partners VI, L.P., By: /s/ Marck McDonnell, as Attorney-in-Fact for Keith Crandell, Managing Director of the general partner of the general partner of ARCH Partners VI	10/04/2013
__Signature of Reporting Person	Date
ARCH Venture Partners VI, LLC, By: /s/ Marck McDonnell, as Attorney-in-Fact for Keith Crandell, Managing Director of the general partner of the general partner of ARCH VI LLC	10/04/2013
__Signature of Reporting Person	Date
By: /s/ Marck McDonnell, as Attorney-in-Fact for Keith Crandell	10/04/2013
__Signature of Reporting Person	Date
By: /s/ Marck McDonnell, as Attorney-in-Fact for Clinton Bybee	10/04/2013
__Signature of Reporting Person	Date

Explanation of Responses:

* 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).

(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) 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.

(3) These shares are owned directly by ARCH Venture Fund VI, L.P. ("ARCH Fund VI"). The sole general partner of ARCH Fund VI is ARCH Venture Partners VI, L.P. ("ARCH Partners VI"). The sole general partner of ARCH Partners VI is ARCH Venture Partners VI, LLC ("ARCH VI LLC"). The Managing Directors of ARCH VI LLC, Robert T. Nelsen, Keith Crandell and Clinton Bybee, are deemed to have voting and dispositive power over the shares and may be deemed to beneficially own certain shares held by ARCH Fund VI. Each Reporting Person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Persons are the beneficial owners of such securities for Section 16 or any other purpose.

(4) 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.

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

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