

FATE THERAPEUTICS INC  
Form 10-Q/A  
November 06, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q/A**

Amendment No. 1

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2015

OR

**TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT OF 1934**

From the transition period from            to            .

Commission File Number 001-36076

# FATE THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation or organization)

**65-1311552**

(IRS Employer  
Identification No.)

**3535 General Atomics Court, Suite 200, San Diego, CA**

(Address of principal executive offices)

**92121**

(Zip Code)

**(858) 875-1800**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act:

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of August 3, 2015, 28,694,577 shares of the registrant's common stock, par value \$0.001 per share, were issued and outstanding.

**EXPLANATORY NOTE**

Fate Therapeutics, Inc. (the Company) is filing this Amendment No. 1 on Form 10-Q/A (this Amendment) to its Quarterly Report on Form 10-Q (the Original Report) solely to re-file Exhibits 4.2, 10.1 and 10.2 that were previously filed with the Original Report and to amend and restate the Index to Exhibits in response to comments from the Securities and Exchange Commission (the SEC) regarding a confidential treatment request submitted to the SEC with respect to Exhibits 4.2, 10.1 and 10.2 of the Original Report.

This Amendment contains only the Cover Page to Form 10-Q, this Explanatory Note, the signature page to Form 10-Q, Index to Exhibits, Exhibits 4.2, 10.1 and 10.2, as amended, and Exhibits 31.1, 31.2, 32.1 and 32.2. This Amendment does not change the previously reported financial statements or, except as expressly described in the prior paragraph, any of the other disclosure contained in the Original Report. This Amendment speaks as of the original filing date of the Original Report and does not reflect any events that occurred at a date subsequent to the filing of the Original Report or modify or update those disclosures therein in any way. Accordingly, this Amendment should be read in conjunction with the Company's filings made with the SEC subsequent to the filing of the Original Report.

As required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications by the Company's principal executive officer and principal financial officer are being filed herewith as exhibits to this Amendment.

**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 thereunto duly authorized.

**Fate Therapeutics, Inc.**

Date: November 6, 2015

By: /s/ Christian Weyer  
Christian Weyer  
President and Chief Executive Officer  
(Principal Executive Officer)

By: /s/ J. Scott Wolchko  
J. Scott Wolchko  
Chief Financial Officer and Chief Operating Officer  
(Principal Financial and Accounting Officer)

**Index to Exhibits**

| <b>Exhibit Number</b> | <b>Description of Document</b>  |
|-----------------------|---|
| 3.1                   | Amended and Restated Certificate of Incorporation (filed as Exhibit 3.2 to the registrant's Registration Statement on Form S-1/A (File No. 333-190608) filed with the SEC on August 29, 2013 and incorporated herein by reference). |
| 3.2                   | Amended and Restated Bylaws (filed as Exhibit 3.4 to the registrant's Registration Statement on Form S-1/A (File No. 333-190608) filed with the SEC on August 29, 2013 and incorporated herein by reference).                       |
| 4.1                   | Specimen Common Stock Certificate (filed as Exhibit 4.1 to the registrant's Registration Statement on Form S-1/A (File No. 333-190608) filed with the SEC on August 29, 2013 and incorporated herein by reference).                 |
| 4.2                   | Stock Purchase Agreement between the registrant and Juno Therapeutics, Inc., dated as of May 4, 2015.   |
| 10.1                  | Collaboration and License Agreement between the registrant and Juno Therapeutics, Inc., dated as of May 4, 2015.  |
| 10.2                  | Amendment to Amended and Restated Investor Rights Agreement between the registrant and certain of its stockholders, dated as of May 4, 2015.  |
| 31.1                  | Certification of Principal Executive Officer pursuant to Rules 13a-14 and 15-d-14 promulgated pursuant to the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.    |
| 31.2                  | Certification of Principal Financial Officer pursuant to Rules 13a-14 and 15-d-14 promulgated pursuant to the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.    |
| 32.1                  | Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  |
| 32.2                  | Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  |
| 101.INS*              | XBRL Instance Document  |
| 101.SCH*              | XBRL Taxonomy Extension Schema Document   |
| 101.CAL*              | XBRL Taxonomy Extension Calculation Linkbase Document   |
| 101.DEF*              | XBRL Taxonomy Extension Definition Linkbase Document  |
| 101.LAB*              | XBRL Taxonomy Extension Label Linkbase Document   |
| 101.PRE*              | XBRL Taxonomy Extension Presentation Linkbase Document  |

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Certain provisions of this Exhibit have been omitted pursuant to a request for confidential treatment.

\* Previously filed with the Quarterly Report on Form 10-Q for the quarter ended June 30, 2015.