



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

April 24, 2024

J. Scott Wolchko  
Chief Executive Officer  
Fate Therapeutics, Inc.  
12278 Scripps Summit Dr.  
San Diego, CA 92131

**Re: Fate Therapeutics, Inc.**  
**Registration Statement on Form S-3**  
**Filed April 18, 2024**  
**File No. 333-278792**

Dear J. Scott Wolchko:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Lauren Hamill at 303-844-1008 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Life Sciences

cc: Natalie Martirosian