

FATE THERAPEUTICS INC
Form SC 13D
October 11, 2013

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No.)*

FATE THERAPEUTICS, INC.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

31189P102

(CUSIP Number)

Polaris Partners
1000 Winter Street, Suite 3350
Waltham, MA 02451

Gunderson Dettmer Stough Villeneuve
Franklin & Hachigian, LLP
850 Winter Street
Waltham, MA 02451
Attn: Jay K. Hachigian, Esq.

(781) 890-8800

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

September 30, 2013

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Names of Reporting Persons.

Polaris Venture Partners V, L.P. (PVP V)

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

Shares

2,386,464 shares, except that (i) Polaris Venture Management Co. V, L.L.C. (PVM V), the general partner of PVP V, may be deemed to have sole power to vote these shares, and (ii) Jonathan A.

Beneficially

Flint (Flint), a managing member of PVM V, may be deemed to have shared power to vote these shares, Terrance G. McGuire (McGuire), a managing member of PVM V, may be deemed to have

Owned by

shared power to vote these shares and Amir Nashat (Nashat), a member of PVM V, may be deemed to have shared power to vote these shares.

Each

8. Shared Voting Power

Reporting

Person

See response to row 7.

9. Sole Dispositive Power

With

2,386,464 shares, except that (i) PVM V, the general partner of PVP V, may be deemed to have sole power to dispose of these shares, and (ii) Flint, a managing member of PVM V, may be

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deemed to have shared power to dispose of these shares, McGuire, a managing member of PVM V, may be deemed to have shared power to dispose of these shares and Nashat, a member of PVM V, maybe be deemed to have shared power to dispose of these shares.

10. Shared Dispositive Power

See response to row 9.

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,386,464

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "

13. Percent of Class Represented by Amount in Row (11)

11.72%

14. Type of Reporting Person (See Instructions)

PN

1. Names of Reporting Persons.

Polaris Venture Partners Entrepreneurs Fund V, L.P. (PVPE V)

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

Shares

Beneficially

Owned by

Each

8. Shared Voting Power

Reporting

Person

See response to row 7.
9. Sole Dispositive Power

With

46,511 shares, except that (i) PVM V, the general partner of PVPE V, may be deemed to have sole power to dispose of these shares, and (ii) Flint, a managing member of PVM V, may be deemed to have shared power to dispose of these shares, McGuire, a managing member of PVM V, may be

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deemed to have shared power to dispose of these shares, and Nashat, a member of PVM V, may be deemed to have shared power to dispose of these shares.

10. Shared Dispositive Power

See response to Row 9.

11. Aggregate Amount Beneficially Owned by Each Reporting Person

46,511

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

13. Percent of Class Represented by Amount in Row (11)

0.23%

14. Type of Reporting Person (See Instructions)

PN

1. Names of Reporting Persons.

Polaris Venture Partners Founders Fund V, L.P. (PVPFF V)

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

Shares

Beneficially

Owned by

Each

8. Shared Voting Power

Reporting

Person

See response to row 7.
9. Sole Dispositive Power

With

16,347 shares, except that (i) PVM V, the general partner of PVPFF V, may be deemed to have sole power to dispose of these shares, and (ii) Flint, a managing member of PVM V, may be deemed to have shared power to dispose of these shares, McGuire, a managing member of PVM V,

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may be deemed to have shared power to dispose of these shares, and Nashat, a member of PVM V, may be deemed to have shared power to dispose of these shares.

10. Shared Dispositive Power

See response to Row 9.

11. Aggregate Amount Beneficially Owned by Each Reporting Person

16,347

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

13. Percent of Class Represented by Amount in Row (11)

0.08%

14. Type of Reporting Person (See Instructions)

PN

1. Names of Reporting Persons.

Polaris Venture Partners Special Founders Fund V, L.P. (PVPSFF V)

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

Shares

Beneficially

Owned by

Each

8. Shared Voting Power

Reporting

Person

See response to row 7.
9. Sole Dispositive Power

With

23,864, except that (i) PVM V, the general partner of PVPSFF V, may be deemed to have sole power to dispose of these shares, and (ii) Flint, a managing member of PVM V, may be deemed to have shared power to dispose of these shares, McGuire, a managing member of PVM V, may be

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deemed to have shared power to dispose of these shares, and Nashat, a member of PVM V, may be deemed to have shared power to dispose of these shares.

10. Shared Dispositive Power

See response to row 9.

11. Aggregate Amount Beneficially Owned by Each Reporting Person

23,864

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

13. Percent of Class Represented by Amount in Row (11)

0.12%

14. Type of Reporting Person (See Instructions)

PN

1. Names of Reporting Persons.

Polaris Venture Management Co. V, L.L.C. (PVM V)

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

Shares

Beneficially

Owned by

Each

8. Shared Voting Power

Reporting

Person

See response to row 7.

With

9. Sole Dispositive Power

2,473,186 shares, of which 2,386,464 shares are directly owned by PVP V, 46,511 shares are directly owned by PVPE V, 16,347 shares are directly owned by PVPPF V and 23,864 shares are directly owned by PVPSFF V, except that Flint, a managing member of PVM V (which is general partner of PVP V, PVPE V, PVPPF V and PVPSFF V), may be deemed to have shared power to vote these shares, McGuire, a managing member of PVM V, may be deemed to have shared power to vote these shares, and Nashat, a member of PVM V, may be deemed to have shared power to vote these shares.

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2,473,186 shares, of which 2,386,464 shares are directly owned by PVP V, 46,511 shares are directly owned by PVPE V, 16,347 shares are directly owned by PVPFF V and 23,864 shares are directly owned by PVPSFF V, except that Flint, a managing member of PVM V (which is general partner of PVP V, PVPE V, PVPFF V and PVPSFF V), may be deemed to have shared power to dispose of these shares, McGuire, a managing member of PVM V, may be deemed to have shared power to dispose of these shares, and Nashat, a member of PVM V, may be deemed to have shared power to dispose of these shares.

10. Shared Dispositive Power

See response to row 9.

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,473,186

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

13. Percent of Class Represented by Amount in Row (11)

12.15%

14. Type of Reporting Person (See Instructions)

OO

1. Names of Reporting Persons.

Jonathan A. Flint (Flint)

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

Shares

Beneficially

Owned by

Each

8. Shared Voting Power

Reporting

Person

See response to row 7.

With

9. Sole Dispositive Power

2,473,186 shares, of which 2,386,464 shares are directly owned by PVP V, 46,511 shares are directly owned by PVPE V, 16,347 shares are directly owned by PVPFF V and 23,864 shares are directly owned by PVPSFF V, except that PVM V, as the general partner of PVP V, PVPE V, PVPFF V and PVPSFF V, may be deemed to have sole power to vote PVP V s, PVPE V s, PVPFF V s and PVPSFF V s shares (collectively, the Fund V Shares), McGuire, as a managing member of PVM V, may be deemed to have shared power to vote the Fund V Shares, and Nashat, a member of PVM V, may be deemed to have shared power to vote the Fund V Shares.

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2,473,186 shares, of which 2,386,464 shares are directly owned by PVP V, 46,511 shares are directly owned by PVPE V, 16,347 shares are directly owned by PVPFF V and 23,864 shares are directly owned by PVPSFF V, except that PVM V, as general partner of PVP V, PVPE V, PVPFF V and PVPSFF V, maybe deemed to have sole power to dispose of the Fund V Shares, McGuire, as a managing member of PVM V, may be deemed to have shared power to dispose of the Fund V Shares, and Nashat, a member of PVM V, may be deemed to have shared power to dispose of the Fund V Shares.

10. Shared Dispositive Power

See response to row 7.

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,473,186

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

13. Percent of Class Represented by Amount in Row (11)

12.15%

14. Type of Reporting Person (See Instructions)

IN

1. Names of Reporting Persons.

Terrance G. McGuire (McGuire)

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

Shares 2,473,186 shares, of which 2,386,464 shares are directly owned by PVP V, 46,511 shares are directly owned by PVPE V, 16,347 shares are directly owned by PVPPFF V and 23,864 shares are Beneficially directly owned by PVPSFF V, except that PVM V, as the general partner of PVP V, PVPE V, PVPPFF V and PVPSFF V, may be deemed to have sole power to vote the Fund V Shares, Flint, as Owned by a managing member of PVM V, may be deemed to have shared power to vote the Fund V Shares, and Nashat, a member of PVM V, may be deemed to have shared power to vote the Fund V Shares.

Each 8. Shared Voting Power

Reporting

Person 0

9. Sole Dispositive Power

With

2,473,186 shares, of which 2,386,464 shares are directly owned by PVP V, 46,511 shares are directly owned by PVPE V, 16,347 shares are directly owned by PVPPFF V and 23,864 shares are

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directly owned by PVPSFF V, except that PVM V, as general partner of PVP V, PVPE V, PVPFF V and PVPSFF V, maybe deemed to have sole power to dispose of the Fund V Shares, Flint, as a managing member of PVM V, may be deemed to have shared power to dispose of the Fund V Shares, and Nashat, a member of PVM V, may be deemed to have shared power to dispose of the Fund V Shares.

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,473,186

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "

13. Percent of Class Represented by Amount in Row (11)

12.15%

14. Type of Reporting Person (See Instructions)

IN

1. Names of Reporting Persons.

Amir Nashat (Nashat)

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

Shares

Beneficially

Owned by

Each

8. Shared Voting Power

Reporting

Person

0

With

9. Sole Dispositive Power

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2,473,186 shares, of which 2,386,464 shares are directly owned by PVP V, 46,511 shares are directly owned by PVPE V, 16,347 shares are directly owned by PVPFF V and 23,864 shares are directly owned by PVPSFF V, except that PVM V, as general partner of PVP V, PVPE V, PVPFF V and PVPSFF V, maybe deemed to have sole power to dispose of the Fund V Shares, Flint, as a managing member of PVM V, may be deemed to have shared power to dispose of the Fund V Shares, and McGuire, a member of PVM V, may be deemed to have shared power to dispose of the Fund V Shares.

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,473,186

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

13. Percent of Class Represented by Amount in Row (11)

12.15%

14. Type of Reporting Person (See Instructions)

IN

SCHEDULE 13D**Item 1. Security and Issuer.**

This statement on Schedule 13D relates to the Common Stock, \$0.001 par value per share (the Common Stock), of Fate Therapeutics, Inc. (the Issuer). The Issuer 's principal executive office is located at 3535 General Atomics Court, Suite 200, San Diego, CA 92121.

Item 2. Identity and Background.

(a) This Schedule 13D is being filed on behalf of each of the following persons pursuant to Rule 13d-1(k) of Regulation D-G under the Securities Exchange Act of 1934, as amended (the Exchange Act): Polaris Venture Partners V, L.P. (PVP V), Polaris Venture Partners Entrepreneurs Fund V, L.P. (PVPE V), Polaris Venture Partners Founders Fund V, L.P. (PVPFF V), Polaris Venture Partners Special Founders Fund V, L.P. (PVPSFF V), Polaris Venture Management Co. V, L.L.C. (PVM V), Jonathan A. Flint (Flint), Terrance G. McGuire (McGuire) and Amir Nashat (Nashat) and together with PVP V, PVPE V, PVPFF V, PVPSFF V, PVM V, Flint and McGuire, the Reporting Persons). The Reporting Persons are making this single, joint filing because they may be deemed to constitute a group within the meaning of Section 13(d)(3) of the Exchange Act. The agreement between the Reporting Persons to file as a group (the Joint Filing Agreement) is attached hereto as Exhibit A.

(b)-(c) The principal business of each of PVP V, PVPE V, PVPFF V and PVPSFF V is that of a private investment partnership. The sole general partner of PVP V, PVPE V, PVPFF V and PVPSFF V is PVM V. The principal business of PVM V is that of acting as the general partner of PVP V, PVPE V, PVPFF V and PVPSFF V. Jonathan A. Flint and Terrance G. McGuire are the managing members of PVM V and Amir Nashat is a member of PVM V and a director of the Issuer.

The principal business address of each of the entities and individuals named in this Item 2 is c/o Polaris Partners, 1000 Winter Street, Suite 3350, Waltham, Massachusetts, 02451.

(d) (e) During the last five years, none of the Reporting Persons or individuals named in this Item 2 has (i) has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors); or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction resulting in his being subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Each of the individuals named in this Item 2 is a citizen of the United States.

Item 3. Source and Amount of Funds or Other Consideration.

On September 30, 2013, the Registration Statement on Form S-1 filed with the Securities and Exchange Commission by the Issuer (File No. 333-190608) in connection with its initial public offering of 6,666,667 shares of Common Stock was declared effective. The closing of the offering took place on September 30, 2013, and at such closing PVP V purchased 804,112 shares of Common Stock, PVPE V purchased 15,672 shares of Common Stock, PVPFF V purchased 5,508 shares of Common Stock and PVPSFF V purchased 8,041 shares of Common Stock at the initial public offering price of \$8.00 per share. The source of funds for such purchase was the working capital of PVP V, PVPE V, PVPFF V and PVPSFF V, respectively.

Item 4. Purpose of Transaction.

Each of PVP V, PVPE V, PVPFF V and PVPSFF V purchased additional Common Stock of the Issuer for investment purposes. Amir Nashat, a director of the Issuer, holds certain voting powers with respect to the reportable securities owned by PVP V, PVPE V, PVPFF V and PVPSFF V, but except as otherwise described in this statement, the Reporting Persons do not have any present plans or proposals that relate to or would result in: (i) the acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer; (ii) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries; (iii) a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries; (iv) any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board; (v) any material change in the present capitalization or dividend policy of the Issuer; (vi) any other material change in the Issuer's business or corporate structure; (vii) changes in the Issuer's charter, by-laws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person; (viii) causing a class of securities of the Issuer to be de-listed from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (ix) a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Exchange Act; or (x) any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer.

The information below is based on a total of 20,357,158 shares of Common Stock outstanding as of the date of the event which requires the filing of this statement.

(a) PVP V directly beneficially owns 2,386,464 shares of Common Stock, or approximately 11.72% of the Common Stock outstanding. PVPE V directly beneficially owns 46,511 shares of Common Stock, or approximately 0.23% of the Common Stock outstanding. PVPFF V directly beneficially owns 16,347 shares of Common Stock, or approximately 0.08% of the Common Stock outstanding. PVPSFF V directly beneficially owns 23,864 shares of Common Stock, or approximately 0.12% of the Common Stock outstanding. PVM V, as the general partner of PVP V, PVPE V, PVPFF V and PVPSFF V, may be deemed to indirectly beneficially own the securities owned by PVP V, PVPE V, PVPFF V and PVPSFF V.

(b) The managing members of PVM V and Amir Nashat may be deemed to share the power to vote or direct the voting of and to dispose or direct the disposition of the securities of the Issuer that are beneficially owned by PVP V, PVPE V, PVPFF V and PVPSFF V. Each such person disclaims beneficial ownership of all securities other than those he or she owns directly, if any, or by virtue of his or her indirect pro rata interest, as a member of PVM V, in the securities owned by PVP V, PVPE V, PVPFF V and PVPSFF V.

(c) Prior to the effectiveness of the Issuer's initial public offering, the Issuer effected a 6.5 to 1 reverse stock split of the Common Stock. Upon closing of the initial public offering, all shares of the Issuer's outstanding series of Preferred Stock were converted to Common Stock. Shares of the Company's Series A Preferred Stock and Series C Preferred Stock converted on a 1-for-1 basis. Shares of the Company's Series B and Series B-1 Preferred Stock converted on a 1-for-1.15 basis. On September 30, 2013, PVP V purchased 804,112 shares of Common Stock, PVPE V purchased 15,672 shares of Common Stock, PVPFF V purchased 5,508 shares of Common Stock and PVPSFF V purchased 8,041 shares of Common Stock at the initial public offering price of \$8.00 per share. Except as described in this statement, none of the Reporting Persons has effected any transactions in the Common Stock in the 60 days prior to the date of this statement.

(d) Except as described in this statement, no person has the power to direct the receipt of dividends on or the proceeds of sales of, the shares of Common Stock owned by the Reporting Persons.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Each of PVP V, PVPE V, PVPFF V and PVPSFF V is a party to that certain Amended and Restated Investor Rights Agreement, dated August 8, 2013, (the "Investor Rights Agreement"), which is attached as an exhibit to the Issuer's Amendment No. 4 to Form S-1 filed on September 30, 2013 and incorporated by reference herein. Effective as of the consummation of the Issuer's public offering, the covenants set forth in Section 3 were terminated. Pursuant to the Investor Rights Agreement, each of PVP V, PVPE V, PVPFF V and PVPSFF V has certain registration rights with respect to its Common Stock.

Item 7. Material to be Filed as Exhibits.

Exhibit A - Joint Filing Agreement (appears at page 8 of this statement)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: October 10, 2013

POLARIS VENTURE PARTNERS V, L.P.

By: Polaris Venture Management Co. V, L.L.C.,
its General Partner

By: /s/ John Gannon

Name: John Gannon

Title: Member

Date: October 10, 2013

POLARIS VENTURE PARTNERS ENTREPRENEURS
FUND V, L.P.

By: Polaris Venture Management Co. V, L.L.C.,
its General Partner

By: /s/ John Gannon

Name: John Gannon

Title: Member

Date: October 10, 2013

POLARIS VENTURE PARTNERS FOUNDERS FUND
V, L.P.

By: Polaris Venture Management Co. V, L.L.C.,
its General Partner

By: /s/ John Gannon

Name: John Gannon

Title: Member

CUSIP No. 31189P102

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Date: October 10, 2013

POLARIS VENTURE PARTNERS SPECIAL
FOUNDERS FUND V, L.P.

By: Polaris Venture Management Co. V, L.L.C.,
its General Partner

By: /s/ John Gannon

Name: John Gannon

Title: Member

Date: October 10, 2013

POLARIS VENTURE MANAGEMENT CO. V, L.L.C.

By: /s/ John Gannon

Name: John Gannon

Title: Member

Date: October 10, 2013

JONATHAN A. FLINT

By: /s/ Jonathan A. Flint

Jonathan A. Flint

Date: October 10, 2013

TERRANCE G. MCGUIRE

By: /s/ Terrance G. McGuire

Terrance G. McGuire

Date: October 10, 2013

AMIR NASHAT

By: /s/ Amir Nashat

Amir Nashat