FORM 4

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

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OIVID APPROVAL								
OMB Number: 3235-0287								
Estimated average burden								
hours per respon	se: 0.5							

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*  Yi Kathy					2. Issuer Name and Ticker or Trading Symbol SANGAMO THERAPEUTICS, INC SGMO								ck all application	able)	orting Person(s) to Issuer  10% Owner itle Other (specify		ner
(Last)	(F	irst)	(Middle)									below)			below)		
C/O SANGAMO THERAPEUTICS, INC. POINT RICHMOND TECH CTR, 501 CANAL BLVD.				3. Date of Earliest Transaction (Month/Day/Year) 02/25/2019								EVP	& Chief F	inan	cial Office	r	
			L			Date of	Original F	iled (	Month/Da	ıy/Year)	6. In	dividual or Jo	oint/Group	Filing	(Check App	licable	
(Street)	OND C.	A	94804					·			, ,	Line	Form fil	led by More		rting Persor	
(City)	(S	tate)	(Zip)														
		Ta	ble I - Non-D	erivati	ve Se	curities	s Acc	quired, [	Disp	osed o	f, or Be	neficially	Owned				
Date			Transaction ate Ionth/Day/	Execution Date		Date,	Code (Instr.		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4			5. Amoun Securities Beneficia Owned Fo	s Illy ollowing	Form	: Direct I r Indirect I str. 4)	7. Nature of Indirect Beneficial Ownership	
							Code	v	Amount	(A) o (D)	r Price	Transacti (Instr. 3 a	on(s)			(Instr. 4)	
Common Stock 0			02/25/20	5/2019		A		19,250		\$0.00	25,512(1)			D			
			Table II - De (e.					ired, Di options					Owned				
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. Transa Code ( r) 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 Amoun of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficial Owned Following Reported	e S Illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership t (Instr. 4)
				Code	v	(A)		Date Exercisable	E D	xpiration ate	Title	Amount or Number of Shares		Transaction (Instr. 4)	un(s)		
Stock Option (Right-to- Buy)	\$9.03	02/25/2019		A		115,500		(2)	02	2/24/2029	Common Stock	115,500	\$0.00	115,50	00	D	

## **Explanation of Responses:**

1. Represents 19,250 shares subject to restricted stock units granted on February 25, 2019 that will vest in three (3) equal annual installments on each anniversary of the grant date, such that they will be vested in full on the third (3rd) anniversary of the grant date, subject to the Reporting Person's continued service with the Issuer through such date. Additionally, this amount includes 4,833 shares subject to restricted stock units granted on January 24, 2018 that will vest in two (2) remaining equal annual installments on each anniversary of the grant date, such that they will be vested in full on the third (3rd) anniversary of the grant date, subject to the Reporting Person's continued service with the Issuer through such dates.

2. One-quarter (1/4) of the option shares vest and become exercisable upon completion of one (1) year of service by the Reporting Person measured from the February 25, 2019 grant date, and the remainder will vest and become exercisable in equal monthly installments for thirty-six (36) months thereafter, provided that the Reporting Person remains in service with the Issuer through each such monthly vesting date.

## Remarks:

/s/ Denise Winn, Attorney-in-Fact for Kathy Yi

02/27/2019

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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.