SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* DILLY STEPHEN GEORGE	2. Issuer Name **and** Ticker or Trading Symbol SANGAMO THERAPEUTICS, INC [SGMO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) C/O SANGAMO THERAPEAUTICS, INC. 7000 MARINA BLVD	3. Date of Earliest Transaction (Month/Day/Year) 05/18/2020	X Director ☐ 10% Owner ☐ Officer (give title below) ☐ Other (specify below)
(Street) BRISBANE CA 94005 (City) (State) (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person

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	05/18/2020		A		2,500(1)	A	$0.00	7,500	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	$10.46	05/18/2020		A		15,000		(2)	05/17/2030	Common Stock	15,000	$0.00	15,000	D	

Explanation of Responses:

1. Represents shares of common stock issuable upon settlement of restricted stock units ("RSUs"). The RSUs will fully vest on the earlier of (x) May 18, 2021 (the first anniversary of the date of grant) or (y) the day prior to the 2021 annual stockholders meeting, subject to the Reporting Person's continued service on the Issuer's Board of Directors through such date.

2. Each option is immediately exercisable for all option shares, but shares purchased under the option are subject to certain repurchase rights by the Issuer upon cessation of the Reporting Person's service on the Board of the Directors of the Issuer. The shares subject to the option vest in 12 successive equal monthly installments upon the Reporting Person's completion of each month of Board service over the 12-month period measured from the grant date.

Remarks:

/s/ Matthew Colvin, Attorney-in-Fact for Stephen G. Dilly   05/20/2020
** Signature of Reporting Person   Date

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

* 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.