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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): November 16, 2005

SANGAMO BIOSCIENCES, INC.

(Exact name of registrant specified in its charter)

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Delaware  
(State or other  
jurisdiction of  
incorporation)

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000-30171  
(Commission File Number)

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68-0359556  
(I.R.S. Employer  
Identification No.)

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501 Canal Blvd, Suite A100, Richmond, California  
(Address of principal executive offices)

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94804  
(Zip Code)

Registrant's telephone, including area code:

(510) 970-6000

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(Former name and former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.02. Termination of a Material Definitive Agreement.**

On November 10, 2005, Sangamo BioSciences, Inc. ("Sangamo") entered into a subscription agreement (the "Subscription Agreement") with Michael Wood, a director of Sangamo, pursuant to which Sangamo agreed to sell and Mr. Wood agreed to purchase approximately \$1.0 million of common stock of Sangamo.

Subsequent to the execution of the Subscription Agreement, the NASDAQ staff determined and informed Sangamo that the proposed sale of shares pursuant to the Subscription Agreement should be combined with the sale of shares to the investors pursuant to the Placement Agency Agreement and consequently Sangamo would be required under the NASDAQ Marketplace Rules to obtain prior shareholder approval. As a result of the determination of the NASDAQ staff and prior to the closing of the sale of shares pursuant to the Placement Agency Agreement dated November 10, 2005 among Sangamo, JMP Securities, Piper Jaffray & Co. and Leerink Swann & Company, Sangamo and Mr. Wood agreed to terminate the Subscription Agreement on November 16, 2005. A copy of the termination of subscription agreement is filed as Exhibit 10.1 hereto and is incorporated herein by reference.

**Item 8.01. Other Events.**

On November 17, 2005, Sangamo issued a press release announcing the closing of its previously reported registered direct offering to institutional and strategic investors of \$19.5 million of its common stock and the termination of the proposed sale to a director of \$1.0 million of its common stock. A copy of this press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits. The following documents are filed as exhibits to this report:

- 10.1 Termination of Subscription Agreement, dated November 16, 2005, between Sangamo BioSciences, Inc. and Michael Wood
  - 99.1 Press Release of Sangamo BioSciences, Inc., dated November 17, 2005.
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**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 hereunto duly authorized.

**SANGAMO BIOSCIENCES, INC.**

Date: November 18, 2005

By: /s/ Edward O. Lanphier

Name: Edward O. Lanphier

Title: Chief Executive Officer

**TERMINATION OF SUBSCRIPTION AGREEMENT**

This Termination of Subscription Agreement (this "Termination") is effective as of the 16th day of November 2005 between Sangamo BioSciences, Inc. (the "Company") and Michael C. Wood ("Wood").

RECITALS:

The Company and Wood previously entered into a Subscription Agreement, dated November 10, 2005 (the "Subscription Agreement"), pursuant to which the Company agreed to sell and Wood agreed to buy shares of common stock of the Company, subject to certain closing conditions. Subsequent to the execution of the Subscription Agreement and prior to the satisfaction of the closing conditions of the Subscription Agreement, the Nasdaq staff determined and advised the Company that the proposed sale pursuant to the Subscription Agreement should be combined with the sales to the investors pursuant to the Placement Agency Agreement, dated November 10, 2005, among the Company, JMP Securities, Piper Jaffray & Co. and Leerink Swann & Company (the "Placement Agency Agreement") and consequently the Company would be required under the Nasdaq Marketplace Rules to obtain prior shareholder approval. The Company and Wood believe it is in the best interest of the Company to immediately terminate the Subscription Agreement on the terms and conditions set forth below.

NOW, THEREFORE, the Company and Wood hereby agree as follows:

1. The Subscription Agreement is hereby terminated effective as of date hereof and prior to the closing of the sale of shares pursuant to the Placement Agency Agreement, and the parties hereto shall have no further rights or obligations under the Subscription Agreement from and after said time and date.
2. This Termination shall be construed and governed by the laws of the State of California.

[Followed by Signature Page]

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IN WITNESS WHEREOF, the parties hereto have executed this Termination the day and year first written above.

SANGAMO BIOSCIENCES, INC.

By: /s/ Edward O. Lanphier  
Edward O. Lanphier  
Chief Executive Officer

MICHAEL C. WOOD

/s/ Michael C. Wood



**Sangamo BioSciences, Inc.**  
Point Richmond Tech Center  
501 Canal Blvd., Suite A100  
Richmond, CA 94804  
510-970-6000 | 510-236-8951 (Fax)

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## **SANGAMO BIOSCIENCES REPORTS ON REGISTERED DIRECT OFFERING**

**Richmond, California** — November 17, 2005 — Sangamo BioSciences, Inc. (Nasdaq: SGMO) announced it completed its previously reported registered direct offering to institutional and strategic investors for a total of 5,080,000 shares of common stock at a price of \$3.85 per share to the investors, resulting in gross proceeds to Sangamo of approximately \$19.5 million. JMP Securities and Piper Jaffray & Co. acted as joint lead placement agents, with Leerink Swann & Company acting as co-placement agent, for this offering.

The Company also announced that it will not close the separately negotiated sale to a director of approximately \$1 million of common stock at market price. This sale was not completed due to a determination by the NASDAQ staff that the proposed sale to the director at market should be combined with the sales to the investors at a discount to market. If these separate transactions were combined, the NASDAQ Marketplace rules would require prior shareholder approval.

**About Sangamo** Sangamo BioSciences, Inc. is focused on the research and development of novel DNA-binding proteins for therapeutic gene regulation and modification. The most advanced ZFP Therapeutic™ development programs are currently in Phase I clinical trials for evaluation of safety in patients with diabetic neuropathy and peripheral artery disease. Other therapeutic development programs are focused on macular degeneration, ischemic heart disease, congestive heart failure, neuropathic pain, and infectious and monogenic diseases. Sangamo's core competencies enable the engineering of a class of DNA-binding proteins known as zinc finger DNA-binding proteins (ZFPs). By engineering ZFPs that recognize a specific DNA sequence Sangamo has created ZFP transcription factors (ZFP TF™) that can control gene expression and, consequently, cell function. Sangamo is also developing sequence-specific ZFP Nucleases (ZFN™) for therapeutic gene modification as a treatment for a variety of monogenic diseases, such as sickle cell anemia, and for infectious diseases, such as HIV. Sangamo has established several Enabling Technology Agreements with companies to apply its ZFP Technology to enhance the production of protein pharmaceuticals. In addition, Sangamo has a broad exclusive agreement with Dow AgroSciences, LLC, a wholly owned subsidiary of The Dow Chemical Company, for the application of ZFP TFs and ZFNs in plant agriculture. For more information about Sangamo, visit the company's web site at [www.sangamo.com](http://www.sangamo.com).

*This press release may contain forward-looking statements based on Sangamo's current expectations. These forward-looking statements include, without limitation, references to the research and development of novel ZFP TFs and ZFNs and therapeutic applications of Sangamo's ZFP technology platform. Actual results may differ materially from these forward-looking statements due to a number of factors, including technological challenges, Sangamo's ability to develop commercially viable products and technological developments by our competitors. See the company's SEC filings, and in particular, the risk factors described in the company's Annual Report on Form 10-K and its most recent Form 10-Q. Sangamo assumes no obligation to update the forward-looking information contained in this press release.*

### **Contact**

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