

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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* <u>Willoughby Scott B.</u>  (Last) (First) (Middle) C/O SANGAMO THERAPEUTICS, INC. 7000 MARINA BLVD  (Street) BRISBANE CA 94005  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/02/2021	3. Issuer Name and Ticker or Trading Symbol <u>SANGAMO THERAPEUTICS, INC [ SGMO ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) _____ <u>SVP, Gen. Counsel &amp; Secretary</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	47,095 <sup>(1)(2)</sup>	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	(3)	04/23/2030	Common Stock	69,000	8.32	D	
Stock Option (Right to Buy)	(4)	02/24/2031	Common Stock	27,500	11.19	D	

**Explanation of Responses:**

- Includes: (a) 23,201 shares of common stock issuable upon settlement of restricted stock units ("RSUs") granted to the Reporting Person on April 24, 2020; and (b) 13,750 shares of common stock issuable upon settlement of RSUs granted to the Reporting Person on February 25, 2021. All such RSUs vest with respect to 1/3rd of the shares in three equal annual installments over the three-year period measured from the date of grant, subject to the Reporting Person's Continuous Service (as defined in the Issuer's Amended and Restated 2018 Equity Incentive Plan, as amended (the "2018 EIP, as amended")) through such dates and subject to acceleration as provided in the 2018 EIP, as amended.
- Includes 810 shares of common stock issuable upon settlement of RSUs granted to the Reporting Person on November 10, 2020. The RSUs will vest in two equal remaining installments on October 29, 2021 and April 29, 2022, subject to the Reporting Person's Continuous Service through such dates and subject to acceleration as provided in the 2018 EIP, as amended.
- One-quarter (1/4) of the stock option vested and became exercisable upon completion of one (1) year of Continuous Service, as defined in the 2018 EIP, as amended, by the Reporting Person measured from the April 24, 2020 grant date, thereafter the stock option began to vest and become exercisable in equal monthly installments for thirty-six (36) months thereafter, subject to the Reporting Person's Continuous Service as defined in the 2018 EIP, as amended, through each such vesting date, and subject to acceleration as provided in the 2018 EIP, as amended.
- One-quarter (1/4) of the stock option will vest and become exercisable upon completion of one (1) year of Continuous Service, as defined in the 2018 EIP, as amended, by the Reporting Person measured from the February 25, 2021 grant date, and the remainder of the stock option will vest and become exercisable in equal monthly installments for thirty-six (36) months thereafter, subject to the Reporting Person's Continuous Service as defined in the 2018 EIP, as amended, through each such vesting date, and subject to acceleration as provided in the 2018 EIP, as amended.

**Remarks:**

/s/ Matthew Colvin,  
Attorney-in-Fact for Scott 08/09/2021  
B. Willoughby,

\*\* 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 5 (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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Prathyusha Duraibabu, Matthew Colvin, Denise Winn and Ron A. Metzger of Cooley LLP, counsel to Sangamo Therapeutics, Inc. (the "Company"), with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer or director, as the case may be, of the Company, Forms 3, 4 and 5 (and any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, (the "Exchange Act") and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission (the "SEC") and any securities exchange or similar authority, including without limitation the filing of a Form ID or any other documents necessary or appropriate to enable the undersigned to file the Forms 3, 4 and 5 electronically with the SEC;
3. seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any broker or financial institution, and the undersigned hereby authorizes any such person to release any such information to each of the undersigned's attorneys-in-fact appointed by this Power of Attorney and approves and ratifies any such release of information; and
4. take any other action in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by or for, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such information and disclosure as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever required, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request and on the behalf of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with, or any liability for the failure to comply with, any provision of Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each of the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 4th day of August 2021.

Signature: /s/ Scott B. Willoughby  
Scott B. Willoughby