

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Boissel Stephane</u> (Last) (First) (Middle) C/O SANGAMO THERAPEUTICS, INC. POINT RICHMOND TECH CTR, 501 CANAL BLVD. (Street) RICHMOND CA 94804 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SANGAMO THERAPEUTICS, INC [SGMO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP, Corp. Strat. & Int. CFO
	3. Date of Earliest Transaction (Month/Day/Year) 08/12/2019	
	4. 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 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	08/12/2019		M		11,137 ⁽¹⁾⁽²⁾	A		(1)(2)	28,637	D	
Common Stock	08/12/2019		D		11,137 ⁽¹⁾⁽²⁾	D	\$11.23		17,500	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
Free Shares Put Option (right to sell to Issuer)	\$2.37 ⁽¹⁾⁽²⁾	08/12/2019		M		1		07/04/2019	02/03/2021	Common Stock	11,137 ⁽¹⁾⁽²⁾	\$0.00	3	D	

Explanation of Responses:

1. In connection with the acquisition by the Issuer of Sangamo Therapeutics France S.A.S. (formerly TxCell S.A.) ("Sangamo France"), the Reporting Person was granted the right to sell to the Issuer up to 238,100 "free shares" of Sangamo France (the "Subject Free Shares") for cash in four separate tranches beginning July 4, 2019 (the "Free Shares Put Options"). The exercise price per Subject Free Share to be paid by the Issuer upon the Reporting Person's exercise of its Free Shares Put Options is equal to the product of 2.58 euros times the quotient of the 20-day volume weighted average price of the Issuer's common stock preceding the date the Reporting Person notifies the Issuer of its exercise of its Free Shares Put Options (as converted to euros) divided by 12.8329. On August 12, 2019, the Reporting Person exercised his Free Shares Put Option with respect to the first tranche of Subject Free Shares (SEE FOOTNOTE (2) FOR CONTINUATION OF EXPLANATION)

2. (or 52,700 Subject Free Shares) (the "First Tranche Shares") in exchange for a cash payment of 111,724 euros, or approximately 2.12 euros per First Tranche Share. The Reporting Person's exercise of his Free Shares Put Option with respect to the First Tranche Shares for cash is deemed, for reporting purposes, to involve the conversion of the First Tranche Shares into shares of the Issuer's common stock and the simultaneous disposition of such common stock to the Issuer for cash. The August 12, 2019 euro to U.S. dollar exchange rate of 1.1194 was used for purposes of reporting the exercise price and the number of shares of the Issuer's common stock that was deemed to have been acquired and simultaneously disposed of by the Reporting Person upon exercise.

Remarks:

/s/ Matthew Colvin, Attorney-in-Fact for Stephane Boissel 08/14/2019

** 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.

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