

| OMB APPROVAL | |
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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

| | | |
|---|--|---|
| 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. 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) <u>SVP, Gen. Counsel & Secretary</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>04/24/2023</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | 04/24/2023 | | F | | 3,977 ⁽¹⁾ | D | \$1.65 | 126,612 ⁽²⁾⁽³⁾ | 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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|--|--|---|--|
| | | | | | | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

- Represents shares underlying the portion of a restricted stock unit ("RSU") grant that vested on April 24, 2023, which were surrendered by the Reporting Person solely for mandatory tax withholding purposes using the Issuer's closing stock price on April 24, 2023 of \$1.65/share, pursuant to the terms of the Issuer's Amended and Restated 2018 Equity Incentive Plan, as amended (the "2018 EIP"). This required tax withholding transaction is deemed to constitute a disposition of these shares to the Issuer for reporting purposes and does not represent a discretionary trade by the Reporting Person in the open market or otherwise.
- Includes: (a) 7,525 shares resulting from the April 24, 2023 final vesting installment of the Reporting Person's April 24, 2020 RSU grant, (b) 5,000 shares subject to the Reporting Person's August 13, 2021 RSU grant that will vest in two remaining installments of 2,500 shares on each of August 13, 2023 and 2024, (c) 4,584 shares subject to the Reporting Person's February 25, 2021 RSU grant that will vest in one final installment on February 25, 2024, (continued in footnote 3)
- (d) 30,750 shares subject to Reporting Person's February 25, 2022 RSU grant that will vest in 8 successive equal quarterly installments after February 25, 2023 and (e) 42,750 shares subject to the Reporting Person's February 25, 2023 RSU grant that will vest as to one-quarter (1/4) of the shares on the first anniversary of the grant date, and the remainder of the shares will vest in 8 successive equal quarterly installments thereafter. The vesting of all such RSU grants is subject to the Reporting Person's Continuous Service (as defined in the 2018 EIP) through each such date and subject to acceleration as provided in the 2018 EIP.

Remarks:

Scott B. Willoughby, by /s/ Ron A. Metzger, Attorney-in-Fact 04/26/2023

** 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.