

**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): August 12, 2026

SANGAMO THERAPEUTICS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-30171
(Commission
File Number)

68-0359556
(IRS Employer
ID Number)

501 Canal Blvd., Richmond, California 94804
(Address of principal executive offices) (Zip Code)

(510) 970-6000
(Registrant's telephone number, including area code)

Not Applicable
(Former Name or 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:

- ☐ 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	SGMO	Nasdaq Capital Market *

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

* Following a determination by the Nasdaq Stock Market LLC (“Nasdaq”) to delist the common stock of Sangamo Therapeutics, Inc. (the “Company”), the Company’s common stock was suspended from trading on Nasdaq on May 5, 2026 and currently trades on the OTCID Basic Market under the symbol “SGMOQ”. On July 14, 2026, the Nasdaq Hearings Panel issued a written determination letter denying the Company’s request to continue its listing on Nasdaq.

Item 8.01 Other Events.

As previously announced, on June 23, 2026, Sangamo Therapeutics, Inc. (the “Company”) filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”), thereby commencing a Chapter 11 case for the Company (the “Chapter 11 Case”). The case number is 26-10989 and the case is styled as *In re Sangamo Therapeutics, Inc.*

On August 12, 2026, the Company issued a press release announcing that it had successfully concluded a court-supervised auction process under Section 363 of the Bankruptcy Code with respect to certain of the Company’s assets, selecting winning bids from PTC Therapeutics, Inc. and Eli Lilly and Company yielding approximately \$163.55 million in cash consideration at closing, plus potential future milestone payments of up to \$100 million. The proposed asset sales remain subject to final approval by the Bankruptcy Court, applicable regulatory clearances including under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, and other customary closing conditions. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Cautionary Language Regarding Forward-Looking Statements

This Current Report on Form 8-K contains certain forward-looking statements that reflect, when made, the Company’s current views with respect to current events and financial performance. These forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, but are not limited to, statements regarding: the anticipated consummation, timing and terms of the proposed asset sales to PTC Therapeutics, Inc. and Eli Lilly and Company resulting from the Section 363 auction process; the Company’s expectations regarding the receipt, amount and timing of the approximately \$163.55 million in cash consideration and up to \$100 million in potential future milestone payments; the ability of the parties to satisfy the closing conditions to the proposed asset sales, including obtaining approval of the Bankruptcy Court and clearance under the Hart-Scott-Rodino Antitrust Improvements Act of 1976; and the process and potential outcomes of the Company’s Chapter 11 Case, including statements preceded by, followed by or that include the words “intends,” “expects,” “estimates,” “plans,” “anticipates,” “believes” or similar expressions. Although the Company believes that the expectations reflected in such forward-looking statements are based upon reasonable assumptions, beliefs and expectations, there can be no assurance that its expectations will be achieved, and actual results could differ materially from those anticipated as a result of a variety of risks and uncertainties, including those arising from

the Chapter 11 process, the possibility that one or both of the proposed asset sales may not be completed on the anticipated terms or timing, or at all, and the risk that anticipated milestone payments may never be earned or received. Except as otherwise may be required by law, the Company undertakes no obligation to update or publicly release any revisions to forward-looking statements to reflect events, circumstances, or changes in expectations after the date of this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description of Document</u>
99.1	Press Release dated August 12, 2026.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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 thereunto duly authorized.

SANGAMO THERAPEUTICS, INC.

Date: August 12, 2026

By: /s/ SCOTT B. WILLOUGHBY

Scott B. Willoughby
Chief Legal Officer and Corporate Secretary



SANGAMO THERAPEUTICS SELECTS SUCCESSFUL BIDDERS FOLLOWING COMPETITIVE ASSET AUCTION FOR \$163.55 MILLION IN CASH CONSIDERATION AT CLOSING AND UP TO \$100 MILLION IN POTENTIAL MILESTONES

PTC Therapeutics to purchase Fabry disease program, isaralgagene civaparvovec

Lilly to purchase capsid delivery, zinc finger and modular integrase (MINT) platforms and prion disease program

Proposed sales subject to final approval by U.S. Bankruptcy Court

RICHMOND, California, August 13, 2026 – Sangamo Therapeutics, Inc. (OTCID Basic Market: SGMOQ), a genomic medicine company, today announced that it has successfully concluded a court-supervised auction process under Section 363 of the U.S. Bankruptcy Code to maximize the value of Sangamo’s assets for the benefit of all stakeholders.

Following a competitive bidding process, Sangamo has selected winning bids yielding approximately \$163.55 million in cash consideration at closing, plus potential future milestone payments of up to \$100 million.

- **Fabry Disease Program – PTC Therapeutics (“PTC”):** PTC has been selected as the successful bidder for Sangamo’s Fabry disease program, isaralgagene civaparvovec, or ST-920, for \$111 million in cash consideration at closing, plus up to \$100 million in potential future milestone payments, comprising of \$80 million upon receiving accelerated approval and \$20 million upon receiving traditional or full approval from the U.S. Food and Drug Administration (FDA).
- **Platform Technologies and Neurology – Eli Lilly and Company (“Lilly”):** Lilly has been selected as the successful bidder to acquire Sangamo’s capsid delivery, zinc finger and MINT platforms and the prion disease program, ST-506, for \$50 million in cash consideration at closing.
- **Tools and Equipment:** Various bidders have been selected for certain Sangamo tools and equipment for \$2.55 million in cash consideration at closing.

“Reaching the conclusion of this first competitive auction represents an important milestone in Sangamo’s reorganization,” said Sandy Macrae, Chief Executive Officer of Sangamo Therapeutics. “Our priority has been to seek value-maximizing transactions for all stakeholders, and we are pleased that our platform technologies, Fabry disease and prion programs attracted strong interest from parties who have the scale to continue their development for patients in need. We remain focused on monetizing our remaining assets and seeking Court approvals to finalize all sales.”

The successful bids were selected based on the criteria established through the Court-approved bidding procedures and represent the highest or otherwise best offers received through the auction process. The proposed asset sales remain subject to final approval by the U.S. Bankruptcy Court for the District of Delaware (Case No. 26-10989). Sangamo will present the winning bids for Court confirmation at Sale Hearings expected to occur in the third quarter of 2026.



Subject to Court approval and the satisfaction of customary closing conditions, the asset sale transaction with Lilly is expected to close on or about September 4, 2026 and the asset sale transaction with PTC Therapeutics is expected to close following completion of review under the Hart-Scott-Rodino (HSR) Antitrust Improvements Act of 1976. Any proceeds ultimately received from the proposed transactions will be administered and distributed in accordance with the Chapter 11 process and applicable orders of the Court.

Sangamo continues to solicit and review offers for its other key assets including the clinical-stage programs ST-503 for chronic neuropathic pain and giroctocogene fitelparvovec for hemophilia A, as well as Sangamo's cell therapy and regulatory T cell (T-Reg) assets.

Additional information about the Chapter 11 reorganization and asset sales, as well as other documents related to the proceedings, is available through Sangamo's noticing agent at <https://www.veritaglobal.net/SangamoTherapeutics>.

Sangamo's legal counsel is Cooley LLP and Richards, Layton & Finger, PA, its financial advisor is MERU, LLC, and its restructuring banker is Raymond James. Kurtzman Carson Consultants, LLC dba Verita Global is serving as the noticing and claims agent.

About Sangamo Therapeutics

Sangamo Therapeutics is a genomic medicine company that pioneered the development of zinc finger and capsid delivery technologies to address serious neurological and rare diseases. The Company is currently operating under court supervision in Chapter 11. To learn more, visit www.sangamo.com.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as "anticipates," "believes," "expects," "intends," "potential," "projects," "target," "will," "would" and "future" or similar expressions are intended to identify forward-looking statements.

Forward-looking statements in this press release include, but are not limited to, statements concerning or implying the anticipated benefits, terms and timing of the proposed asset sales to PTC Therapeutics and Lilly and the sale of certain tools and equipment; Sangamo's expectations regarding obtaining final approval of the proposed asset sales by the Court, including the expected timing of the Sale Hearings; the anticipated timing of closing of the proposed sale transactions, including the satisfaction of the closing conditions related thereto; Sangamo's expectations regarding the receipt, amount and timing of the approximately \$163.55 million in cash consideration and up to \$100 million in potential future milestone payments; Sangamo's plans to continue to solicit and review offers for its other remaining assets, including ST-503, giroctocogene fitelparvovec, and its cell therapy and T-Reg assets; the anticipated administration and distribution of any proceeds from the proposed transactions in accordance with the Chapter 11 process and applicable orders of the Court; and other statements regarding Sangamo's



strategy and future operations, performance and prospects in connection with its Chapter 11 proceedings. Forward-looking statements are based on management's current expectations and are subject to various risks and uncertainties that could cause actual results to differ materially and adversely from those expressed or implied by such forward-looking statements. Such risks and uncertainties include, but are not limited to, risks and uncertainties related to: the risk that the Court may not approve the proposed asset sales on the terms proposed, or at all, or may impose conditions on such approval; the risk that one or more of the proposed transactions may not be completed in the anticipated timeframe or at all, including as a result of a failure to satisfy closing conditions or to obtain required regulatory clearances, including under the HSR Act; risks associated with the potential adverse impact of the Chapter 11 proceedings on Sangamo's business, financial condition, liquidity and results of operations; Sangamo's ability to maintain contracts that are critical to its limited ongoing operations and to meet its financial obligations during the pendency of the bankruptcy proceedings; the outcome and timing of Sangamo's efforts to solicit and complete sales of its other remaining assets; the amount and timing of any distributions, if any, to stakeholders in connection with the Chapter 11 process; and other risks and uncertainties described in Sangamo's filings with the U.S. Securities and Exchange Commission, including its most recent Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q, as well as the risks and uncertainties associated with the Chapter 11 proceedings generally. Sangamo cautions investors not to place considerable reliance on the forward-looking statements contained in this press release. You are encouraged to read Sangamo's filings with the SEC, available at www.sec.gov, for additional discussion regarding the risks and uncertainties applicable to statements contained herein. These forward-looking statements speak only as of the date of this press release, and Sangamo undertakes no obligation to update or revise any of these statements, except as required by law.

Contacts

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