

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 &amp; Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/29/2021</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	10/29/2021		F		140 <sup>(1)</sup>	D	\$8.12	54,455 <sup>(2)(3)</sup>	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)
					(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Represents shares underlying the portion of restricted stock unit ("RSU") grant that vested on October 29, 2021 which were surrendered by the Reporting Person to the Issuer for tax withholding, using the Issuer's closing stock price on October 29, 2021 of \$8.12/share, pursuant to the terms of the Issuer's Amended and Restated 2018 Equity Incentive Plan, as amended (the "2018 EIP, as amended").
- Includes: (a) 265 shares of common stock resulting from the October 29, 2021 vesting of the Reporting Person's November 10, 2020 RSU grant and 405 shares of common stock subject to such RSU grant that will vest in one remaining installment on April 29, 2022; (b) 23,001 shares of common stock issuable upon settlement of RSUs granted to the Reporting Person on April 24, 2020 that will vest in two remaining annual installments on April 24, 2022 and 2023 respectively; (continued in Footnote 3)
- Continued from Footnote 2 - (c) 13,750 shares of common stock issuable upon settlement of RSUs granted to the Reporting Person on February 25, 2021; and (d) 7,500 shares of common stock subject to RSUs granted to the Reporting Person on August 1, 2021. All such RSUs vest with respect to 1/3rd of the shares granted 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), through such dates and subject to acceleration as provided in the 2018 EIP, as amended.

**Remarks:**

/s/ Matthew Colvin, Attorney-in-Fact for Scott B. Willoughby 11/02/2021

\*\* 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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