

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) <u>C/O SANGAMO THERAPEUTICS, INC.</u> <u>7000 MARINA BLVD</u> (Street) <u>BRISBANE CA 94005</u> (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 <input type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>SVP, Gen. Counsel & Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/13/2021</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	08/13/2021		A		7,500 ⁽¹⁾	A	\$0.00	54,595 ⁽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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (Right to Buy)	\$10.05	08/13/2021		A		15,000		(4)	08/12/2031	Common Stock	15,000		D	

Explanation of Responses:

- Represents 7,500 shares of common stock issuable upon settlement of RSUs granted to the Reporting Person on August 13, 2021 that will vest in three (3) equal annual installments on each anniversary of the grant date, such that they will be vested in full on the third (3rd) anniversary of the grant date, 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: (a) 23,001 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), 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 (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.
- One-quarter (1/4) of the option shares 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 August 13, 2021 grant date, and the remainder 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 B. Willoughby 08/17/2021

** 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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