

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Duraibabu Prathyusha</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 _____ Officer (give title below) _____ Other (specify below) _____ X VP Principal Acct. Officer
	3. Date of Earliest Transaction (Month/Day/Year) 02/25/2021	
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	02/25/2021		F		1,863 ⁽¹⁾	D	\$11.19	27,385 ⁽²⁾⁽³⁾	D	
Common Stock	02/25/2021		A		13,750 ⁽⁴⁾	A	\$0.00	41,135	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
Stock Option (Right to Buy)	\$11.19	02/25/2021		A		27,500		⁽⁵⁾	02/24/2031	Common Stock	27,500	\$0.00	27,500	D	

Explanation of Responses:

- Represents shares underlying the portion of restricted stock unit ("RSU") grant that vested on February 25, 2021 which were surrendered by the Reporting Person to the Issuer for tax withholding, using the Issuer's closing stock price on February 25, 2021 of \$11.19/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) 2,000 shares of common stock and 645 shares of common stock acquired by the Reporting Person on April 30, 2020 and October 30, 2020 respectively under the Issuer's 2010 Employee Stock Purchase Plan, as amended; (b) 3,637 shares resulting from the February 25, 2021 vesting of the Reporting Person's February 25, 2020 RSU grant and 11,000 shares subject to such RSU grant that will vest in two remaining annual installments of 5,499 shares and 5,501 shares on February 25, 2022 and 2023 respectively;
- (c) 3,833 shares subject to the Reporting Person's April 25, 2019 grant that will vest in two remaining annual installments of 1,916 shares and 1,917 shares on April 25, 2021 and 2022 respectively; and (d) 3,000 shares subject to the Reporting Person's March 25, 2020 RSU grant that will vest in three annual installments of 1,000 shares on each of March 25, 2021, 2022 and 2023 respectively. The vesting of all such RSUs is subject to the Reporting Person's continued service as defined in the 2018 EIP, as amended, through such dates and subject to acceleration as defined in the 2018 EIP, as amended
- Represents 44,000 shares of common stock issuable upon settlement of RSUs granted to the Reporting Person on February 25, 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 2018 EIP, as amended, through such dates and subject to acceleration as defined 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 February 25, 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 Prathyusha Duraibabu 03/01/2021

** 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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