

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>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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) SVP, CFO, PFO and PAO
	3. Date of Earliest Transaction (Month/Day/Year) 06/11/2021	
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	06/11/2021		A		7,500 <sup>(1)</sup>	A	\$0.00	49,827 <sup>(2)(3)(4)</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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$11.76	06/11/2021		A		15,000		(5)	06/10/2031	Common Stock	15,000	\$0.00	15,000	D	

**Explanation of Responses:**

- Represents 7,500 shares of common stock issuable upon settlement of RSUs granted to the Reporting Person on June 11, 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").
- Includes: (a) 2,000 shares acquired by the Reporting Person on April 30, 2021 under the Issuer's 2010 Employee Stock Purchase Plan, as amended; and (b) 199 shares acquired by the Reporting Person on May 28, 2021 under the Issuer's 2020 Employee Stock Purchase Plan.
- This amount also includes (a) 1,917 shares subject to the Reporting Person's April 25, 2019 RSU grant that will vest on April 25, 2022; (b) 11,000 shares subject to the Reporting Person's February 25, 2020 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) 13,750 shares subject to the Reporting Person's February 25, 2021 RSU grant 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; and (continued in footnote 4)
- (d) 2,000 shares subject to the Reporting Person's March 25, 2020 RSU grant that will vest in two remaining annual installments of 1,000 shares each shares on March 25, 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.
- 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 June 11, 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 06/14/2021

\*\* 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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