
**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) January 5, 2017

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
Identification No.)

501 Canal Blvd.
(Address of principal executive offices)

Richmond, California 94804
(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))
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ITEM 5.03 Amendment to Articles of Incorporation or Bylaws; Changes in Fiscal Year

On January 5, 2017, Sangamo BioSciences, Inc. (the “Company”) changed its corporate name to “Sangamo Therapeutics, Inc.” by filing the Third Certificate of Amendment of the Company’s Seventh Amended and Restated Certificate of Incorporation (the “Certificate of Amendment”) with the Secretary of State of the State of Delaware (the “Name Change”). The amendment was effected pursuant to Section 242 of the Delaware General Corporation Law, which permits such amendments to be adopted by a corporation’s Board of Directors without stockholder approval; the Name Change was approved by the Company’s Board of Directors on December 5, 2016.

The Name Change does not affect the rights of the Company’s security holders and the Company’s common stock will continue to trade on The NASDAQ Global Market under the symbol “SGMO.”

The foregoing description of the Certificate of Amendment is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is filed as Exhibit 3.1 and incorporated by reference herein.

On January 6, 2017, Sangamo Therapeutics, Inc. issued a press release announcing the Name Change, a copy of which is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Description</u>
3.1	Third Certificate of Amendment of the Seventh Amended and Restated Certificate of Incorporation of Sangamo BioSciences, Inc.
4.1	Form of Common Stock Certificate
99.1	Press Release dated January 6, 2017.

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 hereunto duly authorized.

SANGAMO THERAPEUTICS, INC.

By: /s/ H. Ward Wolff

Name: H. Ward Wolff

Title: Executive Vice President and Chief Financial
Officer

Dated: January 6, 2017

**THIRD CERTIFICATE OF AMENDMENT
OF THE
SEVENTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
SANGAMO BIOSCIENCES, INC.**

SANGAMO BIOSCIENCES, INC., a Delaware corporation (the “Corporation”), hereby certifies as follows:

1. The Seventh Amended and Restated Certificate of Incorporation of the Corporation, as amended by the Certificate of Amendment filed with the Secretary of State of the State of Delaware on April 22, 2014 and the Certificate of Amendment filed with the Secretary of State of the State of Delaware on June 14, 2016, is hereby amended by amending and restating the FIRST article thereof in its entirety as follows:

FIRST: The name of the Corporation is Sangamo Therapeutics, Inc.

2. The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

[Remainder of Page Left Intentionally Blank]

IN WITNESS WHEREOF, the Corporation has caused this Third Certificate of Amendment to be executed by its duly authorized officer on the date set forth below.

SANGAMO BIOSCIENCES, INC.

By: /s/ Alexander "Sandy" Macrae
Name: Alexander "Sandy" Macrae
Office: President and Chief Executive
Officer

Date: January 5, 2017

ZQ|CERT#|COY|CLS|RGSTRY|ACCT#|TRANSTYPE|RUN#|TRANS#

COMMON STOCK
PAR VALUE \$0.01

COMMON STOCK
THIS CERTIFICATE IS TRANSFERABLE
IN CANTON, MA, JERSEY CITY, NJ AND
COLLEGE STATION, TX

Certificate Number
ZQ00000000

Shares
*****000000*****
*****000000*****
*****000000*****
*****000000*****
*****000000*****

Sangamo
THERAPEUTICS

SANGAMO THERAPEUTICS, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

THIS CERTIFIES THAT

**MR. SAMPLE & MRS. SAMPLE &
MR. SAMPLE & MRS. SAMPLE**

CUSIP **800677 10 6**

SEE REVERSE FOR CERTAIN DEFINITIONS

is the owner of

*****ZERO HUNDRED THOUSAND
ZERO HUNDRED AND ZERO*****


FULLY-PAID AND NON-ASSESSABLE SHARES OF COMMON STOCK OF

Sangamo Therapeutics, Inc. (hereinafter called the "Company"), transferable on the books of the Company in person or by duly authorized attorney, upon surrender of this Certificate properly endorsed. This Certificate and the shares represented hereby, are issued and shall be held subject to all of the provisions of the Articles of Incorporation, as amended, and the By-Laws, as amended, of the Company (copies of which are on file with the Company and with the Transfer Agent), to all of which each holder, by acceptance hereof, assents. This Certificate is not valid unless countersigned and registered by the Transfer Agent and Registrar.

Witness the facsimile seal of the Company and the facsimile signatures of its duly authorized officers.

President and Chief Executive Officer

Secretary



DATED **00-000-YYYY**

COUNTERSIGNED AND REGISTERED:
COMPUTERSHARE TRUST COMPANY, N.A.
TRANSFER AGENT AND REGISTRAR,

By _____
AUTHORIZED SIGNATURE

Sangamo
THERAPEUTICS

PO BOX 4304, Providence, RI 02940-3004

MR. A. SAMPLE
DESIGNATION (IF ANY)

A001
A002
A003
A004

CUSIP XXXXXX XX X
Holder ID XXXXXXXXXXXX
Insurance Value 1,000,000.00
Number of Shares 123456
DTC 123456

Certificate Numbers	Num./No.	Denom.	Total
12345678901234567890	1	1	1
12345678901234567890	2	2	2
12345678901234567890	3	3	3
12345678901234567890	4	4	4
12345678901234567890	5	5	5
12345678901234567890	6	6	6
Total Transaction	6	6	6

1234567

SANGAMO THERAPEUTICS, INC.

THE COMPANY WILL FURNISH WITHOUT CHARGE TO EACH SHAREHOLDER WHO SO REQUESTS, A SUMMARY OF THE POWERS, DESIGNATIONS, PREFERENCES AND RELATIVE, PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS OF EACH CLASS OF STOCK OF THE COMPANY AND THE QUALIFICATIONS, LIMITATIONS OR RESTRICTIONS OF SUCH PREFERENCES AND RIGHTS, AND THE VARIATIONS IN RIGHTS, PREFERENCES AND LIMITATIONS DETERMINED FOR EACH SERIES, WHICH ARE FIXED BY THE ARTICLES OF INCORPORATION OF THE COMPANY, AS AMENDED, AND THE RESOLUTIONS OF THE BOARD OF DIRECTORS OF THE COMPANY, AND THE AUTHORITY OF THE BOARD OF DIRECTORS TO DETERMINE VARIATIONS FOR FUTURE SERIES. SUCH REQUEST MAY BE MADE TO THE OFFICE OF THE SECRETARY OF THE COMPANY OR TO THE TRANSFER AGENT. THE BOARD OF DIRECTORS MAY REQUIRE THE OWNER OF A LOST OR DESTROYED STOCK CERTIFICATE, OR HIS LEGAL REPRESENTATIVES, TO GIVE THE COMPANY A BOND TO INDEMNIFY IT AND ITS TRANSFER AGENTS AND REGISTRARS AGAINST ANY CLAIM THAT MAY BE MADE AGAINST THEM ON ACCOUNT OF THE ALLEGED LOSS OR DESTRUCTION OF ANY SUCH CERTIFICATE.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common	UNIF GIFT MIN ACT - _____ Custodian _____ (Cust) (Minor) under Uniform Gifts to Minors Act _____ (State)
TEN ENT - as tenants by the entireties	
JT TEN - as joint tenants with right of survivorship and not as tenants in common	UNIFTRF MIN ACT - _____ Custodian (until age _____) (Cust) under Uniform Transfers to Minors Act _____ (Minor) (State)

Additional abbreviations may also be used though not in the above list.

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

For value received, _____
_ hereby sell, assign and transfer unto

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING POSTAL ZIP CODE, OF ASSIGNEE)

_____ Shares
of the common stock represented by the within Certificate, and do hereby irrevocably constitute and appoint

_____ Attorney
to transfer the said stock on the books of the within-named Company with full power of substitution in the premises.

Dated: _____ 20_____

Signature: _____

Signature: _____

Notice: The signature to this assignment must correspond with the name as written upon the face of the certificate, in every particular, without alteration or enlargement, or any change whatever.

Signature(s) Guaranteed: Medallion Guarantee Stamp
THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE
GUARANTOR INSTITUTION (Banks, Stockbrokers, Savings and Loan
Associations and Credit Unions) WITH MEMBERSHIP IN AN APPROVED
SIGNATURE GUARANTEE MEDALLION PROGRAM, PURSUANT TO
S.E.C. RULE 17Ad-15.

SECURITY INSTRUCTIONS

THIS IS WATERMARKED PAPER. DO NOT ACCEPT WITHOUT NOTING
WATERMARK. HOLD TO LIGHT TO VERIFY WATERMARK.



The IRS requires that the named transfer agent ("we") report the cost basis of certain shares or units acquired after January 1, 2011. If your shares or units are covered by the legislation, and you requested to sell or transfer the shares or units using a specific cost basis calculation method, then we have processed as you requested. If you did not specify a cost basis calculation method, then we have defaulted to the first in, first out (FIFO) method. Please consult your tax advisor if you need additional information about cost basis.
If you do not keep in contact with the issuer or do not have any activity in your account for the time period specified by state law, your property may become subject to state unclaimed property laws and transferred to the appropriate state.

1534201



Sangamo Therapeutics, Inc.
 Point Richmond Tech Center
 501 Canal Boulevard
 Richmond, CA 94804
 510-970-6000 • 510-236-8951(Fax)

SANGAMO BIOSCIENCES CHANGES NAME TO SANGAMO THERAPEUTICS,
 UNDERSCORING FOCUS ON CLINICAL DEVELOPMENT OF GENOMIC THERAPIES

*Clear strategy with new management, organizational structure and clinical capabilities
 will drive Sangamo's industry-leading scientific platform into human studies*

*2017 focus is Phase 1/2 studies for four lead programs, including first ever in vivo
 genome editing clinical trials, with potential for data in late 2017 / early 2018*

Richmond, Calif., January 6, 2017 – Sangamo Therapeutics, Inc. (NASDAQ: SGMO), the leader in therapeutic genome editing, announces that it has changed its corporate name, from “Sangamo BioSciences, Inc.” to “Sangamo Therapeutics, Inc.” Sangamo common stock will continue to trade on the NASDAQ Global Select Market under the current ticker symbol: “SGMO.” The new corporate name underscores Sangamo’s focus on clinical development of genomic therapies using the Company’s industry-leading platform technologies across genome editing, gene therapy, gene regulation and cell therapy.

“Our new name, Sangamo Therapeutics, reflects our commitment to advance our groundbreaking science into the clinic for the development of transformative therapies for serious, genetically tractable diseases,” said Sandy Macrae, M.B., Ch.B., Ph.D., Sangamo’s newly appointed CEO. “Our scientists are pioneers in their fields, and over the last two decades, they have developed the most advanced, flexible and precise tools available for genomic therapies. With new leadership, a flattened organizational structure, overhauled management processes and clear direction from our board, Sangamo now has the focus and capabilities in clinical science and product development to advance this powerful scientific platform into clinical development.”

Macrae continued: “In 2017, we expect to enroll four clinical trials for our lead programs developing valuable new therapies for patients living with hemophilia A and B and lysosomal storage disorders MPS I and II. We will also work closely with our collaborator Bioverativ, the planned spin-off of Biogen’s hemophilia business, to advance development of our ZFN-mediated genome editing programs in two related genetic disorders, sickle cell disease and beta thalassemia.”

Recent accomplishments

- Appointed Sandy Macrae as president and CEO in June 2016
- Appointed other new senior leaders including a chief medical officer and head of clinical development, a chief business officer, as well as heads of technical operations and manufacturing, product development, and communications. The Company also hired new staff, expanding capabilities in commercial planning, clinical development and medical affairs.

- Received acceptance from the U.S. Food and Drug Administration of the IND application for the AAV Factor 8 cDNA vector program (SB-525) in Hemophilia A
- Established new processes for target evaluation and program progression
- Manufactured and released cGMP materials for all currently planned clinical trials
- Opened recruitment for SB-FIX Phase 1/2 clinical trial for treatment of hemophilia B

Priorities and expectations for 2017

- Enroll Phase 1/2 clinical trials for Sangamo's four lead programs with data expected potentially in late 2017 or early 2018, once the Company has gathered sufficient quantity of information from each study to understand clinical relevance:
 - Hemophilia A: SB-525, AAV Factor 8 cDNA *in vivo* gene therapy
 - Hemophilia B: SB-FIX, *in vivo* genome editing
 - Mucopolysaccharidosis (MPS) I: SB-318, *in vivo* genome editing
 - MPS II: SB-913, *in vivo* genome editing
- Extend technological advantages of our zinc finger nuclease (ZFN) platform for genome editing
- Advance novel delivery methods, including lipid nanoparticles, toward clinical development
- Work closely with collaborator Bioverativ, the planned spin-off company of Biogen's hemophilia business, on the development of our ZFN-mediated genome editing programs for two rare blood disorders, sickle cell disease and beta thalassemia

In line with previously stated guidance, Sangamo expects to report a year-end 2016 balance of cash and cash equivalents of at least \$140 million, which will fund the Company's operations beyond the completion of all four Phase 1/2 clinical trials.

Sangamo Therapeutics today has also revealed a new logo and updated website, www.sangamo.com, reflecting the Company's mission to translate ground-breaking science into genomic therapies that transform patients' lives.

Sangamo will be participating in the JP Morgan Healthcare Conference being held next week in San Francisco. A presentation at the conference by CEO Sandy Macrae is scheduled for Wednesday, January 11th, 2017 at 4:30 pm Pacific Time. A live webcast of the presentation will be accessible through a link on the Investors + Media section of the company's website, www.sangamo.com.

About Sangamo

Sangamo Therapeutics, Inc. is focused on translating ground-breaking science into genomic therapies that transform patients' lives using the company's industry leading platform technologies in genome editing, gene therapy, gene regulation and cell therapy. The Company's proprietary zinc finger nuclease (ZFN) *in vivo* genome editing approach is being evaluated in Phase 1/2 clinical trials to treat hemophilia B and lysosomal storage disorders MPS I and MPS II. Sangamo is also conducting a Phase 1/2 clinical trial to evaluate its AAV cDNA human Factor 8 gene therapy approach, SB-525, to treat hemophilia A. Sangamo has a strategic collaboration with Bioverativ, the planned spin-off company of Biogen's hemophilia business, for hemoglobinopathies, including sickle cell disease and beta-thalassemia, and with Shire plc to develop therapeutics for Huntington's disease. In addition, Sangamo has Phase 1/2 and Phase 2 clinical programs in HIV/AIDS (SB-728). It has established strategic partnerships with companies in non-therapeutic applications of its technology, including Dow AgroSciences and Sigma-Aldrich Corporation. For more information about Sangamo, visit the Company's website at www.sangamo.com.

This press release may contain forward-looking statements based on Sangamo's current expectations. These forward-looking statements include, without limitation, the research and development of novel AAV-based gene therapy vectors for treatment of hemophilia A, therapeutic applications of Sangamo's ZFP technology platform in hemoglobinopathies and other diseases, the anticipated timing of IND filing and initiation and completion of clinical trials, the anticipated timing for release of clinical trial data, the expected cash balance at the end of 2016, and the sufficiency of cash resources. Actual results may differ materially from these forward-looking statements due to a number of factors, including uncertainties relating to the initiation and completion of stages of our clinical trials, whether the clinical trials will validate and support the tolerability and efficacy of ZFNs, technological challenges, Sangamo's ability to develop commercially viable products and technological developments by our competitors. For a more detailed discussion of these and other risks, please see Sangamo's SEC filings, including the risk factors described in its Annual Report on Form 10-K and its most recent Quarterly Report on Form 10-Q. Sangamo Therapeutics, Inc. assumes no obligation to update the forward-looking information contained in this press release.

Contact

Sangamo Therapeutics, Inc.

McDavid Stilwell

510-970-6000, x219

mstilwell@sangamo.com

Elizabeth Wolffe, Ph.D.

510-970-6000, x271

ewolffe@sangamo.com

Varant Shirvanian

510-970-6000 x205

vshirvanian@sangamo.com

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