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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM S-8 REGISTRATION STATEMENT

*Under  
The Securities Act of 1933*

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### SANGAMO BIOSCIENCES, INC.

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**68-0359556**  
(IRS Employer Identification No.)

**501 Canal Boulevard, Suite A100  
Richmond, California 94804**  
(Address of principal executive offices) (Zip Code)

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**Sangamo BioSciences, Inc. 2000 Stock Incentive Plan  
Sangamo BioSciences, Inc. 2000 Employee Stock Purchase Plan  
Gendaq Limited 2001 Enterprise Management  
Incentive Share Option Plan**  
(Full title of the Plans)

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**Edward O. Lanphier II**  
**President and Chief Executive Officer**  
**Sangamo BioSciences, Inc.**  
**501 Canal Boulevard, Suite A100**  
**Richmond, California 94804**  
(Name and address of agent for service)  
**(510) 970-6000**  
(Telephone number, including area code, of agent for service)

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This Post-Effective Amendment No. 1 to the Registration Statement shall become effective immediately upon filing with the Securities and Exchange Commission in accordance with Section 8(a) of the Securities Act of 1933, as amended, and Rule 462 thereunder.

#### REALLOCATION

On July 5, 2001, Sangamo BioSciences, Inc. (the "Registrant") registered 1,121,938 shares of Common Stock in the aggregate, for issuance under the Registrant's 2000 Stock Incentive Plan, the Registrant's 2000 Employee Stock Purchase Plan and the Gendaq Limited 2001 Enterprise Management Incentive Share Option Plan (collectively, the "Plans") on Form S-8 Registration Statement Number 333-64642. Those shares were allocated among the Plans as follows: 775,123 shares under the Registrant's 2000 Stock Incentive Plan, 221,463 under the Registrant's 2000 Employee Stock Purchase Plan and 125,352 under the Gendaq Limited 2001 Enterprise Management Incentive Share Option Plan. The Registrant is hereby reallocating 31,906 of the 125,352 shares previously registered under the Gendaq Limited 2001 Enterprise Management Incentive Share Option Plan to be registered under individual written compensation agreements, as described in more detail below. Such reallocation is to be effective immediately upon the filing of this Post-Effective Amendment.

Registrant hereby incorporates all of the information contained in the Registration Statement and supplements it with the following information:

The following individuals entered into written compensation agreements with Gendaq Limited which provided for the grant of an option to purchase ordinary shares of Gendaq Limited (collectively, the "Gendaq Options"). Pursuant to the acquisition of Gendaq Limited by the Registrant, the Gendaq Options are anticipated to be replaced by options to purchase common stock of the Registrant in the amounts specified below.

Mr. Fotis Kafatos	2,278 Shares
Dr. Benjamin Mifflin	2,278 Shares
Mr. Inder M. Verma	11,396 Shares

