

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>Smith Karen L.</u>  (Last) (First) (Middle) <u>C/O SANGAMO THERAPEUTICS, INC.</u> <u>7000 MARINA BLVD</u>  (Street) <u>BRISBANE CA 94405</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)  <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/18/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>05/20/2020</u>		

**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	05/18/2020		A		10,000 <sup>(1)(2)</sup>	A	\$0.00	17,500 <sup>(3)</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)	\$10.46	05/18/2020		A		20,000		(4)	05/17/2030	Common Stock	20,000	\$0.00	20,000	D	

**Explanation of Responses:**

- Represents shares of common stock issuable upon settlement of restricted stock units ("RSUs"). The RSUs will fully vest on the earlier of (x) May 18, 2021 (the first anniversary of the date of grant) or (y) the day prior to the 2021 annual stockholders meeting, 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 date and subject to acceleration as provided in the 2018 EIP, as amended.
- This Form 4/A is being filed solely to correct the stated grant amounts which were erroneously reported on Form 4 filed on behalf of the Reporting Person on May 20, 2020. Pursuant to the 2018 EIP, as amended, and the Automatic Grant Program for Non-Employee Directors thereunder, the annual grant amounts increased effective with the approval of the 2018 EIP, as amended, by the stockholders of the Issuer on May 18, 2020. Such previously filed Form 4 incorrectly stated grant amounts pursuant to the Automatic Grant Program for Non-Employee Directors prior to such amendment and restatement of the 2018 Equity Incentive Plan.
- Includes 3,333 shares of common stock issuable upon settlement of RSUs granted to the Reporting Person on June 26, 2018 representing two remaining vesting tranches from such RSU grant. Such RSUs vest with respect to 1,666 shares on June 26, 2020 and 1,667 shares on June 26, 2021, subject to the Reporting Person's Continuous Service (as defined in the 2018 EIP, as amended) through such dates and subject to acceleration as provided in the 2018 EIP, as amended.
- Each option is immediately exercisable for all option shares, but shares purchased under the option are subject to certain repurchase rights by the Issuer upon cessation of the Reporting Person's Continuous Service (as defined in the 2018 EIP, as amended). The shares subject to the option vest in 12 successive equal monthly installments upon the Reporting Person's completion of each month of Continuous Service (as defined in the 2018 EIP, as amended) over the 12-month period measured from the grant date and subject to acceleration as provided in the 2018 EIP, as amended.

**Remarks:**

/s/ Matthew Colvin, Attorney-in-Fact for Karen L. Smith 06/03/2020

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.