UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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): February 28, 2017

SANGAMO THERAPEUTICS, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

000-30171	**68-0359556**
(Commission File Number)	**(IRS Employer Identification No.)**
501 Canal Blvd	**Richmond, California 94804**
(Address of Principal Executive Offices)	**(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 (*see* General Instruction A.2. below):

☐ 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))

Item 2.02. Results of Operations and Financial Condition.

On February 28, 2017, Sangamo Therapeutics, Inc. (the "Company") issued a press release announcing its financial results for the quarter and fiscal year ended December 31, 2016. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 27, 2017, the Company announced that the Board of Directors of the Company has appointed Ms. Kathy Yi as the Company's Senior Vice President and Chief Financial Officer, effective as of the day immediately following the date on which the Company files its Form 10-K for the year ended December 31, 2016, which is expected to be February 28, 2017 (the "Effective Date"). Also, Mr. H. Ward Wolff will retire from his position as Executive Vice President and Chief Financial Officer of the Company effective as of the Effective Date.

Kathy Yi, age 45, has over 15 years of experience in corporate finance, including financial analysis in support of M&A, licensing and other business development activities. Prior to joining the Company, Ms. Yi served as Head of Finance for Global Inhalation Technical Research & Development at Novartis Pharmaceutical Corporation since 2014. From 2007 to 2014, Ms. Yi held various financial management positions of increasing seniority at Life Technologies Corporation, a NASDAQ-listed life science company that was acquired by Thermo Fisher Scientific in 2014, including Finance Leader, Corporate FP&A from 2012 to 2014, Director of Finance, M&A/Corporate Development from 2010 to 2012, and Director of Finance, Global Manufacturing Operations from 2007 to 2010. From 2001 to 2007, Ms. Yi held increasing roles of responsibilities in Corporate Finance at Intel Corporation, including Senior Finance Manager from 2004 to 2007. Ms. Yi began her career as a process engineer for Bechtel Corporation. Ms. Yi received a B.S. in Chemical Engineering at the University of California at Berkeley and an M.B.A. from Columbia University.

In connection with Ms. Yi's appointment as the Senior Vice President and Chief Financial Officer, the Company and Ms. Yi entered into an Employment Agreement, dated February 1, 2017 (the "Yi Employment Agreement"). Pursuant to the terms of the Yi Employment Agreement, Ms. Yi's annual base salary is $350,000, subject to adjustment by the Board from time to time. She is eligible to receive an annual performance bonus ("Annual Bonus") up to thirty-five percent (35%) of her base salary based upon the achievement of specific performance criteria to be determined by the Compensation Committee of the Board. Additionally, Ms. Yi will be granted a stock option to purchase 200,000 shares of the Company's common stock on February 28, 2017 at an exercise price equal to the closing price on such date. Twenty-five percent (25%) of the shares subject to such option will vest after the completion of one (1) year of service measured from February 27, 2017, and the remainder will vest in thirty-six (36) equal monthly installments upon the completion of each month of service thereafter, provided that Ms. Yi remains employed by, or in the service of, the Company through the applicable vesting date.

Additionally, if the Company terminates Ms. Yi's employment without cause or Ms. Yi terminates her employment for good reason in either case within twelve (12) months following a change in control and Ms. Yi executes a general release of all claims in favor of the Company, Ms. Yi will receive a severance payment equal to six (6) months of her annual base salary in effect on her termination date plus her Annual Bonus for the year. If the Company terminates Ms. Yi's employment without cause or Ms. Yi terminates her employment for good reason in the absence of a change in control or more than twelve (12) months after a change of control and Ms. Yi executes a general release of all claims in favor of the Company, Ms. Yi will receive a severance payment equal to six (6) months of her annual base salary in effect on her termination date.

Furthermore, in the event of the termination of Ms. Yi's employment by the Company without cause or by Ms. Yi for good reason, in either case, within twelve (12) months of a change in control of the Company, Ms. Yi' options will vest on an accelerated basis as follows: (i) in the event of a change in control within two (2) years following February 27, 2017, Ms. Yi shall vest with respect to fifty percent (50%) of the unvested shares and (ii) in the event of change in control more than two (2) years following February 27, 2017, Ms. Yi shall vest with respect to one hundred percent (100%) of the unvested shares.

The foregoing description of the Yi Employment Agreement is only a summary and it is qualified in its entirety by the Yi Employment Agreement, a copy of which will be filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the period ending March 31, 2017.

On February 27, 2017, the Company issued a press release announcing the appointment of Ms. Yi as described above, a copy of which is attached as Exhibit 99.1 and incorporated herein by reference.

Amendment to Employment Agreement with Wolff

In connection with his resignation, Mr. Wolff entered into an amendment to his Amended and Restated Employment Agreement (the "Amendment") with the Company, pursuant to which Mr. Wolff and the Company agreed that in connection with Mr. Wolff's retirement the post-termination exercise periods of Mr. Wolff's outstanding stock options are extended, such that each such stock option shall remain exercisable for a period of two (2) years following Mr. Wolff's termination of employment, or until the end of the term of the stock option, if earlier, and the Company will reimburse Mr. Wolff for the twelve (12) months of COBRA expenses.

The foregoing description of the Amendment is only a summary and is qualified in its entirety by the Amendment, a copy of which will be filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the period ending March 31, 2017.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits. The following materials are filed as exhibits to this Current Report on Form 8-K:

Exhibit No.	Description
99.1	Press Release dated February 28, 2017 (earnings release)
99.2	Press Release dated February 27, 2017 (CFO Appointment)

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/ Alexander (Sandy) Macrae
Name: Alexander (Sandy) Macrae
Title: Chief Executive Officer

Dated: February 28, 2017

Exhibit 99.1

Sangamo Therapeutics, Inc.
Point Richmond Tech Center
501 Canal Boulevard
Richmond, CA 94804
510-970-6000 | sangamo.com

SANGAMO THERAPEUTICS REPORTS FOURTH QUARTER AND FULL YEAR 2016 FINANCIAL RESULTS

Richmond, California, **February 28, 2017** – Sangamo Therapeutics, Inc. (NASDAQ: SGMO), the leader in therapeutic genome editing, today reported its fourth quarter and full year 2016 financial results and recent accomplishments.

“Early this year we rebranded our company as Sangamo Therapeutics, underscoring our focus on clinical development of genomic therapies using our industry leading platform technologies in genome editing, gene therapy, gene regulation and cell therapy,” said Sandy Macrae, CEO of Sangamo. “With our recently expanded capabilities in clinical development, manufacturing and commercial planning, Sangamo Therapeutics is now a company where science is a means to develop new medicines with the potential to transform the lives of patients living with serious genetic diseases.”

Macrae continued: “2017 promises to be an historic year for the field as we conduct the first ever *in vivo* genome editing clinical trials. We are using our ZFN mediated genome editing approach in three Phase 1/2 clinical trials, for lysosomal storage disorders MPS I and MPS II and for hemophilia B. By year end 2017 or early in 2018 we expect data from these three studies and from our fourth lead clinical program, a promising gene therapy for hemophilia A.”

Recent Highlights

- Appointed Kathy Yi as CFO to succeed H. Ward Wolff upon his retirement
- Appointed Ed Conner as Chief Medical Officer and promoted Curt Herberts to Chief Business Officer, strengthening clinical and commercial capabilities; appointed McDavid Stilwell as Vice President, Corporate Communications and Investor Relations, and promoted Leslie Mesones to Vice President, Human Resources, and Kathleen Meyer to Vice President, Nonclinical Development
- Presented newly optimized zinc finger nuclease (ZFN) architectures and design variants capable of targeting any chosen locus in the genome in clinically relevant cell types at clinical scale with very high precision and with undetectable levels of off-target cleavage as measured by state of the art unbiased assays
- Received FDA clearance of Investigational New Drug application for SB-525 gene therapy program for hemophilia A
- Presented SB-525 hemophilia A preclinical data at American Society for Hematology annual meeting
- Received orphan drug designation (ODD) and rare pediatric disease designation from the FDA for SB-318 *in vivo* genome editing program for MPS I
- Hemoglobinapathies collaboration programs for sickle cell disease and beta thalassemia selected by Bioverativ for its pipeline as it spun out from Biogen, Inc. as an independent company focused on rare blood diseases

Priorities and Expectations for 2017

- Enroll Phase 1/2 clinical trials for Sangamo's four lead programs with data expected 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 (efficiency, precision, specificity) of our ZFN platform for genome editing
- Advance novel delivery methods, including lipid nanoparticles, toward clinical development
- Work closely with collaborator Bioverativ on the development of our ZFN-mediated genome editing programs for two rare blood disorders, sickle cell disease and beta thalassemia

Fourth Quarter 2016 Financial Results

For the fourth quarter ended December 31, 2016, Sangamo reported a consolidated net loss of $9.6 million, or $0.14 per share, compared to a net loss of $14.0 million, or $0.20 per share, for the same period in 2015. As of December 31, 2016, the Company had cash, cash equivalents, marketable securities and interest receivable of $142.8 million.

Revenues for the fourth quarter of 2016 were $8.9 million, compared to $9.1 million for the same period in 2015. Fourth quarter 2016 revenues were generated from Sangamo's collaboration agreements with Bioverativ, Shire International GmbH (Shire), Dow AgroSciences and Sigma-Aldrich, enabling technology agreements and research grants. The revenues recognized for the fourth quarter of 2016 consisted of $8.9 million in collaboration agreements and approximately $0.1 million in research grants, compared to $9.0 million and approximately $0.2 million, respectively, for the same period in 2015.

In the fourth quarter of 2016, Sangamo recognized $1.4 million of revenues related to research services performed under the collaboration agreement with Bioverativ, and $0.1 million of revenues related to research services performed under the collaboration agreement with Shire. Sangamo received upfront payments of $13.0 million and $20.0 million pursuant to the agreements entered into with Shire in 2012 and Biogen (the predecessor of Bioverativ) in 2014, respectively. The Shire payment is being recognized as revenue on a straight-line basis through approximately December 2017. Beginning in January 2017, the Biogen agreement was transferred to Bioverativ, and the remaining upfront payment is being recognized through approximately June 2020, which reflects the revised service period related to Sangamo's deliverables under the Bioverativ agreement. The Company recognized $0.6 million of the Shire upfront payment and $0.5 million of the Bioverativ upfront payment as revenue during the fourth quarter of 2016.

Research and development expenses were $13.9 million for the fourth quarter of 2016, compared to $19.9 million for the same period in 2015. The decrease was primarily due to the completion of external manufacturing expenses associated with the Company's 2017 clinical studies. General and administrative expenses were $4.9 million for both the fourth quarter of 2016 and 2015.

Total operating expenses for the fourth quarter of 2016 were $18.8 million, compared to $24.8 million for the same period in 2015.

Full Year 2016 Results

For the year ended December 31, 2016, the consolidated net loss was $71.7 million, or $1.02 per share, compared to a consolidated net loss of $40.7 million, or $0.58 per share, for the year ended December 31, 2015. Revenues were $19.4 million for the year ended December 31, 2016, compared to $39.5 million for the same period in 2015. The decrease in revenues was primarily related to the amendment of our collaboration and license agreement with Shire, as well as a decrease in revenues related to our agreements with Sigma and Bioverativ. Total operating expenses were $91.9 million for the year ended December 31, 2016, compared to $86.4 million for the same period in 2015 and reflect increased external clinical expenses as well as increased expenses related to salaries and benefits, consulting services and other corporate costs.

Financial Guidance for 2017

- **Revenues:** The Company expects that revenues will be in the range of $14 million to $19 million in 2017, inclusive of research funding from existing collaborations.
- **Operating Expenses:** Sangamo expects that operating expenses will be in the range of $100 million to $110 million for 2017, including non-cash stock-based compensation expense. The Company manufactured and released cGMP materials in 2016 for all currently planned clinical trials.
- **Cash and Investments:** Sangamo expects that its cash, cash equivalents and marketable securities will be at least $60 million at the end of 2017, sufficient to last well beyond anticipated timing of data announcements from the four clinical trials of the Company's four lead development programs. This anticipated cash balance is inclusive of research funding from existing collaborators but exclusive of funds arising from any additional new collaborations or partnerships or other sources of capital.

Conference Call

Sangamo will host a conference call today, February 28, 2017, at 8:30 a.m. ET, which will be open to the public. The call will also be webcast live and can be accessed via a link on the Sangamo Therapeutics website in the Investors and Media section under Events and Presentations. A replay of the webcast will also be available for one week after the call. During the conference call, the Company will review these results, discuss other business matters and provide guidance with respect to 2017.

The conference call dial-in numbers are (877) 377-7553 for domestic callers and (678) 894-3968 for international callers. The conference ID number for the call is 59818448. For those unable to listen in at the designated time, a conference call replay will be available for one week following the conference call, from approximately 12:00 p.m. ET on February 28, 2017 to 11:59 p.m. ET on March 6, 2017. The conference call replay numbers for domestic and international callers are (855) 859-2056 and (404) 537-3406, respectively. The conference ID number for the replay is 59818448.

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 is advancing Phase 1/2 clinical programs in hemophilia A and hemophilia B, and lysosomal storage disorders MPS I and MPS II. Sangamo has a strategic collaboration with Bioverativ, Inc. for hemoglobinopathies, including beta thalassemia and sickle cell disease, and with Shire International GmbH to develop therapeutics for Huntington's disease. In addition, it has

established strategic partnerships with companies in non-therapeutic applications of its technology, including Sigma-Aldrich Corporation and Dow AgroSciences. For more information about Sangamo, visit the Company's website at www.sangamo.com.

This press release contains forward-looking statements regarding Sangamo's current expectations. These forward looking statements include, without limitation, references to expected timing of initiating clinical trials, presentation of clinical trial data and filing of INDs, the expected accomplishment in 2017, anticipated cash and investment balance, operating expenses, revenue and potential milestone and royalty payments under Sangamo's agreements with Shire and Bioverativ, the research and development of ZFNs and ZFP TFs, clinical trials and therapeutic applications of Sangamo's ZFP technology platform and achievement of research milestones and objectives under collaboration agreements with Shire and Bioverativ. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and assumptions that are difficult to predict. Factors that could cause actual results to differ include, but are not limited to, the dependence on the success of clinical trials of lead programs, the lengthy and uncertain regulatory approval process, uncertainties related to the timing of initiation and completion of clinical trials, whether clinical trial results will validate and support the safety and efficacy of ZFP Therapeutics, and the ability to establish strategic partnerships. Further, there can be no assurance that the necessary regulatory approvals will be obtained or that Sangamo and its partners will be able to develop commercially viable gene-based therapeutics. Actual results may differ from those projected in forward-looking statements due to risks and uncertainties that exist in Sangamo's operations and business environments. These risks and uncertainties are described more fully in Sangamo's Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q as filed with the Securities and Exchange Commission. Forward-looking statements contained in this announcement are made as of this date, and Sangamo undertakes no duty to update such information except as required under applicable law.

Contact

Sangamo Therapeutics, Inc.
McDavid Stilwell
(510) 970-6000, x219
mstilwell@sangamo.com

Varant Shirvanian
(510) 970-6000, x205
vshirvanian@sangamo.com

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SELECTED CONSOLIDATED FINANCIAL DATA
(unaudited; in thousands, except per share data)

	Three Months Ended December 31,		Twelve Months Ended December 31,	
	2016	2015	2016	2015
Statement of Operations Data:				
Revenues:				
Collaboration agreements	$ 8,850	$ 8,966	$ 18,881	$ 37,844
Research grants	72	155	508	1,695
Total revenues	8,922	9,121	19,389	39,539
Operating expenses:				
Research and development	13,890	19,906	65,618	67,198
General and administrative	4,862	4,888	26,330	19,197
Total operating expenses	18,752	24,794	91,948	86,395
Loss from operations	(9,830)	(15,673)	(72,559)	(46,856)
Interest and other income, net	219	25	887	431
Loss before taxes	(9,611)	(15,648)	(71,672)	(46,425)
Benefit from income taxes	(13)	1,635	14	5,722
Net loss	$ (9,624)	$(14,013)	$(71,658)	$(40,703)
Basic and diluted net loss per common share	$ (0.14)	$ (0.20)	$ (1.02)	$ (0.58)
Shares used in computing basic and diluted net loss per common share	70,730	70,157	70,553	69,757

SELECTED BALANCE SHEET DATA

	December 31, 2016	December 31, 2015
Cash, cash equivalents, marketable securities and interest receivable	$ 142,759	$ 209,307
Total assets	157,891	217,235
Total stockholders' equity	136,195	192,439

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Exhibit 99.2

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

SANGAMO THERAPEUTICS ANNOUNCES CHIEF FINANCIAL OFFICER SUCCESSION

Kathy Yi Appointed to Succeed H. Ward Wolff as CFO Upon His Retirement in March

Richmond, Calif., February 27, 2017 – Sangamo Therapeutics, Inc. (Nasdaq: SGMO), the leader in therapeutic genome editing, today announced the appointment of Kathy Yi as senior vice president and chief financial officer, to succeed current executive vice president and chief financial officer H. Ward Wolff, who will be retiring from the company in early March. Ms. Yi, a chemical engineer by training, brings over 15 years of experience in corporate finance, including financial analysis in support of M&A, licensing and other business development activities. She most recently served as Head of Finance for Novartis Pharmaceuticals' Global Inhalation Technical Research & Development group, responsible for the financial management of technical R&D organizations in California and Switzerland.

"I am sincerely grateful to Ward for his support through my transition as CEO and for his dedicated service to Sangamo throughout the years," said Sandy Macrae, M.B., Ch.B., Ph.D., Sangamo's chief executive officer. "Ward's executive and financial leadership has been extremely valuable to Sangamo and will be greatly missed. I'm also very excited to welcome Kathy to Sangamo's leadership team. I'm highly confident that her broad experience in various facets of corporate finance and operational accounting will help support our mission of translating Sangamo's ground-breaking science into genomic medicines for the benefit of patients in the coming years."

Prior to Novartis, Ms. Yi held financial management positions of increasing seniority at Life Technologies Corp., from 2007 to 2014, including Finance Leader, Corporate FP&A. Earlier, she held various positions in finance at Intel Corp, from 2001 to 2007. Ms. Yi received a B.S. in Chemical Engineering from University of California, Berkeley, and an M.B.A. from Columbia Business School.

Mr. Wolff was appointed CFO of Sangamo in 2007 subsequent to serving as a member of Sangamo's board of directors since 2006. He also serves as an independent director of Portola Pharmaceuticals, Inc. and Calithera Biosciences, Inc.

About Sangamo Therapeutics

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International GmbH to develop therapeutics for Huntington's disease. In addition, it has established strategic partnerships with companies in non-therapeutic applications of its technology, including Sigma-Aldrich Corporation and Dow AgroSciences. For more information about Sangamo, visit the Company's website at www.sangamo.com.

Forward Looking Statements

This press release contains forward-looking statements regarding Sangamo's current expectations. These forward looking statements include, without limitation, references to the ability of Sangamo's management to support the successful execution of its strategies. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and assumptions that are difficult to predict. Factors that could cause actual results to differ include, but are not limited to, the early stage of ZFP Therapeutic development, dependence on the success of clinical trials of lead programs, the lengthy and uncertain regulatory approval process, uncertainties related to the timing of initiation and completion of clinical trials, whether clinical trial results will validate and support the safety and efficacy of ZFP Therapeutics, and the ability to establish strategic partnerships. Further, there can be no assurance that the necessary regulatory approvals will be obtained or that Sangamo and its partners will be able to develop commercially viable gene-based therapeutics. Actual results may differ from those projected in forward-looking statements due to risks and uncertainties that exist in Sangamo's operations and business environments. These risks and uncertainties are described more fully in Sangamo's Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q as filed with the Securities and Exchange Commission. Forward-looking statements contained in this announcement are made as of this date, and Sangamo undertakes no duty to update such information except as required under applicable law.

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McDavid Stilwell
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510-970-6000 x205
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