

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT

UNDER  
THE SECURITIES ACT OF 1933

**SANGAMO THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

68-0359556  
(I.R.S. Employer  
Identification No.)

501 Canal Blvd.  
Richmond, California  
(Address of Principal Executive Offices)

94084  
(Zip Code)

Amended and Restated Sangamo Therapeutics, Inc. 2018 Equity Incentive Plan  
(Full title of the plan)

Alexander D. Macrae  
President and Chief Executive Officer  
Sangamo Therapeutics, Inc.  
501 Canal Blvd.  
Richmond, California 94084  
(510) 970-6000

(Name and address of agent for service) (telephone number, including area code, of agent for service)

*Copies to:*

Scott Willoughby  
Senior Vice President and General Counsel  
Sangamo Therapeutics, Inc.  
501 Canal Blvd.  
Richmond, California 94084  
(510) 970-6000

Chadwick L. Mills  
Courtney M.W. Tygesson  
Cooley LLP  
3 Embarcadero Center, 20th Floor  
San Francisco, CA 94111  
(415) 693-2000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Sangamo Therapeutics, Inc. (the “Registrant”) with the Securities and Exchange Commission (the “Commission”) for the purpose of registering an additional 11,000,000 shares of the Registrant’s common stock, par value \$0.01 per share (the “Common Stock”), to be issued pursuant to the Registrant’s Amended and Restated 2018 Equity Incentive Plan (the “2018 Plan”). The Registrant previously registered (i) 19,131,725 shares of Common Stock that are or may become issuable under the 2018 Plan pursuant to the Registrant’s registration statement on [Form S-8](#) (File No. 333-225552) filed with the Commission on June 11, 2018 (the “2018 Form S-8”), (ii) 9,900,000 shares of Common Stock that are or may become issuable under the 2018 Plan pursuant to the Registrant’s registration statement on [Form S-8](#) (File No. 333-241033) filed with the Commission on August 5, 2020 (the “2020 Form S-8”), (iii) 7,900,000 shares of Common Stock that are or may become issuable under the 2018 Plan pursuant to the Registrant’s registration statement on [Form S-8](#) (File No. 333-269925) filed with the Commission on February 23, 2023 (the “2023 Form S-8”), and (iv) 10,000,000 shares of Common Stock that are or may become issuable under the 2018 Plan pursuant to the Registrant’s registration statement on [Form S-8](#) (File No. 333-273805) filed with the Commission on August 8, 2023 (together with the 2018 Form S-8, the 2020 Form S-8, and the 2023 Form S-8, the “Prior Registration Statements”). This Registration Statement relates to securities of the same class as those to which the Prior Registration Statements relate and is submitted in accordance with General Instruction E of Form S-8. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statements are incorporated by reference herein.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference

The following documents filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

- the Registrant’s annual report on Form 10-K for the year ended December 31, 2023, which was filed with the Commission on [March 13, 2024](#);
- the information specifically incorporated by reference into the Registrant’s annual report on Form 10-K for the year ended December 31, 2023 from the Registrant’s definitive proxy statement on Schedule 14A, which was filed with the Commission on [April 19, 2024](#);
- the Registrant’s quarterly reports on Form 10-Q for the quarters ended March 31, 2024, June 30, 2024 and September 30, 2024, which were filed with the Commission on [May 9, 2024](#), [August 6, 2024](#) and [November 12, 2024](#), respectively;
- the Registrant’s current reports on Form 8-K, which were filed with the Commission on [January 19, 2024](#), [February 6, 2024](#), [March 25, 2024](#), [April 30, 2024](#), [June 5, 2024](#) and [July 24, 2024](#); and
- the description of the Common Stock contained in the Registrant’s registration statement on [Form 8-A](#), which was filed with the Commission on March 31, 2000, including all amendments and reports filed for the purpose of updating such description, including [Exhibit 4.1](#) of the Registrant’s annual report on [Form 10-K](#) for the year ended December 31, 2023.

All reports and other documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items, after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of filing such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes that statement. Any such statement so modified or superseded shall not constitute a part of this Registration Statement, except as so modified or superseded.

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Exhibit Number	Description
<a href="#">4.1</a>	Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.3 to the Registrant's Current Report on Form 8-K filed June 2, 2023).
<a href="#">4.2</a>	Certificate of Amendment of the Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed June 5, 2024).
<a href="#">4.3</a>	Fifth Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed December 19, 2022).
<a href="#">5.1</a>	Opinion of Cooley LLP.
<a href="#">23.1</a>	Consent of Independent Registered Public Accounting Firm.
<a href="#">23.2</a>	Consent of Cooley LLP is contained in Exhibit 5.1 to this Registration Statement.
<a href="#">24.1</a>	Power of Attorney is contained on the signature page hereto.
<a href="#">99.1</a>	Amended and Restated Sangamo Therapeutics, Inc. 2018 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed June 5, 2024).
<a href="#">107</a>	Filing fee table.

### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Richmond, State of California, on November 12, 2024.

#### SANGAMO THERAPEUTICS, INC.

By: /s/ Alexander D. Macrae  
 Alexander D. Macrae, M.B., Ch.B., Ph.D.  
 President and Chief Executive Officer

### POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Alexander D. Macrae, Prathyusha Duraibabu and Scott Willoughby, and each of them, as his or her true and lawful attorney-in-fact and agent with the full power of substitution and resubstitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
<u>/s/ Alexander D. Macrae</u> Alexander D. Macrae, M.B., Ch.B., Ph.D.	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	November 12, 2024
<u>/s/ Prathyusha Duraibabu</u> Prathyusha Duraibabu	Senior Vice President and Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	November 12, 2024
<u>/s/ H. Stewart Parker</u> H. Stewart Parker	Director and Chairman of the Board	November 12, 2024
<u>/s/ Courtney Beers</u> Courtney Beers, Ph.D.	Director	November 12, 2024
<u>/s/ Robert F. Carey</u> Robert F. Carey	Director	November 12, 2024
<u>/s/ Kenneth J. Hillan</u> Kenneth J. Hillan, M.B., Ch.B.	Director	November 12, 2024
<u>/s/ Margaret A. Horn</u> Margaret A. Horn	Director	November 12, 2024
<u>/s/ John H. Markels</u> John H. Markels, Ph.D.	Director	November 12, 2024
<u>/s/ James R. Meyers</u> James R. Meyers	Director	November 12, 2024

/s/ Karen L. Smith

Director

November 12, 2024

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Karen L. Smith, M.D., Ph.D., M.B.A., L.L.M.



Courtney Tygesson  
+1 312 881 6680  
ctygesson@cooley.com

November 12, 2024

Sangamo Therapeutics, Inc.  
501 Canal Blvd.  
Richmond, California 94804

Ladies and Gentlemen:

We have acted as counsel to Sangamo Therapeutics, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a registration statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**") covering the offering of up to 11,000,000 shares of its common stock, par value \$0.01 per share (the "**Shares**"), pursuant to the Company's Amended and Restated 2018 Equity Incentive Plan (the "**Plan**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectus, (b) the Company's certificate of incorporation and bylaws, each as currently in effect, (c) the Plan and (d) such other records, documents, opinions, certificates, memoranda and instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures; the authenticity of all documents submitted to us as originals; the conformity to originals of all documents submitted to us as copies; the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan, the Registration Statement and related prospectus, will be validly issued, fully paid and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

This opinion is limited to the matters expressly set forth in this letter, and no opinion has been or should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof, and we have no obligation or responsibility to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.



November 12, 2024

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Sincerely,

Cooley LLP

By: /s/ Courtney Tygesson

Courtney Tygesson

Cooley LLP 110 N. Wacker Drive, Suite 4200 Chicago, IL 60606-1511  
t: (312) 881-6500 f: (312) 881-6598 cooley.com

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated Sangamo Therapeutics, Inc. 2018 Equity Incentive Plan of our reports dated March 13, 2024, with respect to the consolidated financial statements of Sangamo Therapeutics, Inc., and the effectiveness of internal control over financial reporting of Sangamo Therapeutics, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

San Mateo, California  
November 12, 2024

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**Calculation of Filing Fee Table**

**Form S-8**  
(Form Type)

**Sangamo Therapeutics, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Table 1: Newly Registered Securities**

	<b>Security Type</b>	<b>Security Class Title</b>	<b>Fee Calculation Rule</b>	<b>Amount Registered</b>	<b>Proposed Maximum Offering Price Per Unit</b>	<b>Maximum Aggregate Offering Price</b>	<b>Fee Rate</b>	<b>Amount of Registration Fee</b>
Fees to Be Paid	Equity	Common Stock, par value \$0.01 per share	Other(1)	11,000,000(2)	\$1.9475(1)	\$21,422,500(1)	0.0001531	\$3,279.79
		Total Offering Amounts				\$21,422,500		\$3,279.79
		Total Fees Previously Paid						—
		Total Fee Offsets						—
		Net Fee Due						\$3,279.79

- (1) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(h) and (c) under the Securities Act of 1933, as amended (the "Securities Act"). The offering price per share and the aggregate offering price are based on the average of the high and low prices of the registrant's common stock as reported on The Nasdaq Capital Market on November 7, 2024.
- (2) Pursuant to Rule 416 under the Securities Act, this registration statement shall also cover any additional shares of the registrant's common stock that become issuable under the plan set forth herein by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of the registrant's common stock.