

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): April 21, 2014

**SANGAMO BIOSCIENCES, 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)

(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 5.03. Amendment to Articles of Incorporation or Bylaws; Changes in Fiscal Year.**

As reported below in Item 5.07, the stockholders of Sangamo BioSciences, Inc. (the "Company") approved an amendment to the Company's Certificate of Incorporation to increase the Company's authorized number of shares of common stock from 80,000,000 shares to 160,000,000 shares (the "Charter Amendment"). The Company's Board of Directors (the "Board") unanimously approved the Charter Amendment, subject to approval by the Company's stockholders.

The Charter Amendment became effective on April 22, 2014 upon filing of the Certificate of Amendment to the Company's Certificate of Incorporation with the Secretary of State of Delaware, a copy of which is filed as Exhibit 3.1 to this current report on Form 8-K and incorporated herein by reference. A summary of the Charter Amendment was included in the Company's definitive proxy statement filed with the Securities and Exchange Commission on March 11, 2014.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The Company's Annual Meeting was held on Monday, April 21, 2014 for the purposes of (i) electing seven directors to serve on the Board for a one-year term; (ii) approving the compensation of the Company's named executive officers, on an advisory basis, as described in the proxy statement for the Annual Meeting; (iii) approving an amendment to the Company's Certificate of Incorporation to increase the number of authorized shares of common stock from 80,000,000 to 160,000,000 shares; and (iv) ratifying the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014. There were present at the meeting, in person or represented by proxy, the holders of 54,511,608 shares of common stock, constituting a quorum. Stockholders approved all four proposals. The final votes on the proposals were recorded as follows:

**Proposal No. 1: Election of Directors**

Each nominee for director listed in the proxy statement for the Annual Meeting was elected by the votes set forth in the table below:

<b>Director Nominees</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Edward O. Lanphier	35,836,551	110,268	18,564,789
Paul B. Cleveland	35,884,518	62,301	18,564,789
Stephen G. Dilly, M.B.B.S., Ph.D.	35,903,691	43,128	18,564,789
John W. Larson	35,847,971	98,848	18,564,789
Steven J. Mento, Ph.D.	35,825,148	121,671	18,564,789
Saira Ramasastry	35,807,035	139,784	18,564,789
William R. Ringo	35,870,186	76,633	18,564,789

**Proposal No. 2: Approval of the Compensation of the Company's Named Executive Officers, on an Advisory Basis, as Described in the Proxy Statement for the Annual Meeting**

Sangamo's executive compensation was approved by the votes set forth in the table below:

	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
Approval of Executive Compensation	29,337,422	6,453,606	155,791	18,564,789

**Proposal No. 3: Approval of an Amendment to the Company's Certificate of Incorporation to Increase the Number of Authorized Shares of Common Stock from 80,000,000 shares to 160,000,000 shares**

The Amendment to the Company's Certificate of Incorporation was approved by the votes set forth in the table below:

	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
Approval of the Amendment to the Company's Certificate of Incorporation	49,565,057	3,834,094	1,112,457	0

**Proposal No. 4: Ratification of Appointment of Ernst & Young LLP**

The appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014 was ratified by the votes set forth in the table below:

	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
Ratification of Appointment of Ernst & Young LLP	53,472,453	920,125	119,030	0

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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 BIOSCIENCES, INC.**  
(Registrant)

By: /s/ EDWARD O. LANPHIER II  
Edward O. Lanphier II  
President, Chief Executive Officer

Dated: April 22, 2014

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

<u>Exhibit</u>	<u>Description</u>
3.1	Certificate of Amendment of Seventh Amended and Restated Certificate of Incorporation of Sangamo BioSciences, Inc.

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

Sangamo BioSciences, Inc., a Delaware corporation (the "Corporation"), hereby certifies as follows:

1. That the Corporation's Board of Directors has duly adopted the following resolution to amend the Corporation's Seventh Amended and Restated Certificate of Incorporation, as amended:

RESOLVED, that the Seventh Amended and Restated Certificate of Incorporation of the Corporation, as amended shall be amended as follows:

Article IV, Paragraph A, shall be amended and restated as follows:

A. Classes of Stock. The total number of shares of stock which the Corporation shall have authority to issue is one hundred sixty-five million (165,000,000), consisting of five million (5,000,000) shares of Preferred Stock, par value \$0.01 per share (the "Preferred Stock"), and one hundred sixty million (160,000,000) shares of Common Stock, par value \$0.01 per share (the "Common Stock").

The Corporation has caused this Certificate of Amendment of the Seventh Amended and Restated Certificate of Incorporation to be signed by the Corporation's President, its authorized officer, on this 21st day of April, 2014.

**SANGAMO BIOSCIENCES, INC.**

By: /s/ EDWARD O. LANPHIER II  
Name: Edward O. Lanphier II  
Title: President and Chief Executive Officer

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